EXHIBIT 1

IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

JEFFREY M. NORMAN, :

Plaintiff,

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v. : C.A. No. 06-005-UNA

DAVID W. ELKIN, RICHARD M. SHORIN

and THE ELKIN GROUP, INC. : Jury Trial Demanded

Defendants,

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and

:

US MOBILCOMM, INC.,

:

Nominal Defendant.

AMENDED COMPLAINT

Plaintiff, Jeffrey M. Norman, by and through his undersigned counsel, brings this amended complaint against defendants David W. Elkin, Richard M. Shorin, The Elkin Group, Inc. and US MobilComm, Inc., and alleges as follows:

Introduction

1. This action seeks redress for the wrongful and inequitable conduct of the sole director and majority stockholder of a closely-held corporation US Mobilcomm, Inc. ("USM" or the "Company"). Through abuse and neglect of his position with the Company, David W. Elkin ("Elkin") undertook a course of conduct that completely eviscerated the Company of its working capital and substantial assets. Elkin so grievously misused and disregarded the corporate structure of the Company as to render it an *alter ego* of his own self-interested pursuits. As a result of this conduct, Elkin benefited his own interests to the detriment and expense of the only other Company stockholder, Jeffrey M. Norman ("Norman"). This Amended Complaint seeks to remedy the following wrongs done to the Company and to Norman, directly: (i) breach of

contract; (ii) declaratory relief; (iii) usurpation of a corporate opportunity; (iv) breaches of Elkin's fiduciary duties of loyalty, care and good faith dealing to the Company and its minority stockholder; (v) breach of Elkin's fiduciary duty of disclosure; (vi) conversion and misappropriation of Company assets and goodwill; (vii) fraudulent representations; (viii) aiding and abetting breaches of fiduciary duties; and (ix) unjust enrichment.

Through his Amended Complaint, Norman seeks compensatory, rescissory or restitution damages, the imposition of a constructive trust over those assets or proceeds from assets rightfully belonging to the Company, an equitable accounting of all Company assets, a declaration as to ownership interest and distribution rights, the forfeiture of some or all of Elkin's interest in the Company, the appointment of a custodian to windup the Company, attorney fees and both pre- and post-judgment interest.

Parties

- 2. Jeffrey M. Norman ("Norman") is an individual and stockholder of USM. Norman is a citizen of the State of Connecticut, residing at 202 Weed Street, New Canaan, Connecticut.
- 3. Elkin is an individual, stockholder, President and sole director of USM. Elkin is a citizen of the Commonwealth of Pennsylvania, residing at 805 Bryn Mawr Avenue, Newtown Square, Pennsylvania. Elkin is being sued in both his individual and fiduciary capacities.
- 4. Richard M. Shorin ("Shorin") is an individual residing at 255 Ridings Way, Ambler, Pennsylvania. Upon information and belief, Shorin was an officer of the Company serving as its chief financial officer and assistant secretary.
- 5. The Elkin Group, Inc. (the "Elkin Group") is a corporation organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business at 805 Bryn Mawr Avenue, Newtown Square, Pennsylvania. The Elkin Group is wholly-owned and

controlled by Elkin and engages in a number of endeavors, including the acquisition and sale of Federal Communications Commission ("FCC") licenses.

6. Nominal defendant USM is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business at 805 Bryn Mawr Avenue, Newtown Square, Pennsylvania. USM is or was the owner of, *inter alia*, (i) a number of FCC 220 MHz licenses and systems, and (ii) various equipment and signal stations used to effectuate and commercialize these FCC licenses.

Factual Allegations

A. Agreement to Acquire an Interest in USM

- 7. In May 1994, Norman contributed a total of \$250,000 for a 25% interest in the Company.
- 8. Norman contributed this amount given Elkin's agreement that he would contribute an additional \$750,000 in cash to the Company.
- 9. In December 1994, Norman received a 25% interest (125 shares) in the Company for the cash payment of \$.01 per share, the receipt of which was acknowledged by the Company. Norman continues to own these 125 shares. At that time, Elkin received an additional 275 shares to bring his total interest in the Company to 75%.
- 10. From 1993 through and including 1996, Norman worked on behalf of the Company to negotiate and enter into management agreements with other FCC 220 MHz license holders. Pursuant to the terms of the Company's model management agreement, USM generally acquired an ownership interest in the negotiated licenses and was paid a monthly management fee of not less than \$1,500.00 for services provided to the licensee.
- 11. Upon information and belief, as of late 1996, the Company possessed (by way of either complete or partial ownership) approximately 50 licenses in states including New York,

Pennsylvania, Maryland, Florida, Massachusetts, Illinois, California, Texas, Connecticut, Wisconsin and the District of Columbia.

B. Proposed \$6 Million Transaction with Centennial Communications

- 12. As of March 1997, USM had assets that encompassed at least 217 channels of 220 MHz spectrum throughout the United States. USM owned at least 45 licenses outright and the remaining 172 licenses were under management agreements.
- 13. In or around May 1997, the Company was presented with a proposed transaction with Centennial Communications Corporation ("Centennial"). The proposed transaction contemplated a sale of all assets of USM for the sum of \$6 million in total consideration, including \$5 million in cash and a \$1 million promissory note.
- 14. The proposed Centennial transaction did not encompass any later-acquired Phase II FCC licenses. Upon information and belief, had the Centennial transaction included the later-acquired Phase II licenses, the transaction price would have been significantly higher.
- 15. Elkin, as President of the Company, signed a letter of intent pursuant to the terms of the proposed transaction. Shorin assisted Elkin in his efforts, if any, to ascertain the propriety of the proposed transaction. The transaction with Centennial was never consummated.
- 16. Despite the fact that the Centennial transaction did not close, USM proceeded on its course to fully develop its market presence and make use of its incumbency position as a Phase I license holder in the areas covered by the 217 channels.

C. Proposed 1998 Merger with Incom Communications Corporation

- 17. Sometime around the first quarter of 1998, Elkin engaged in merger discussions with Incom Communications Corporation ("ICC").
- 18. As part of the merger discussions, the companies engaged the services of an independent valuation expert to assess the value of each party to the proposed merger.

- 19. As of January 1998, USM's licenses were valued at approximately \$5.5 million. USM's subscribers and equipment were valued at an additional \$1.1 million. As calculated by the independent valuation expert, USM's total asset and income value in January 1998 was in excess of \$6.6 million.
- 20. In a February 2, 1998 letter from Elkin to ICC, Elkin noted that as of January 1998, the Company had approximately \$1.15 million in accrued management fees receivable. Elkin indicated that this value should be added to the total \$6.6 million value calculated in January 1998. Accordingly, by Elkin's own calculations and estimate, USM had a value in excess of \$7.6 million in 1998.
- 21. Given this valuation, Elkin proposed a merger with ICC in which USM would receive a 25% interest in the surviving entity.
- 22. The merger was never consummated and the Company's stockholders never fully recognized its \$7.6 million value. Just as with the proposed Centennial transaction, the Company's valuation did not take into account any added value the Phase II licenses would bring to the Company.

D. <u>Elkin's Self-Dealing During the FCC</u> Phase II License Auction

23. As part of the FCC's continuing effort to expand and enhance the 220 MHz spectrum, it scheduled what was referred to as Phase II auctions. Whereas the Phase I licenses were distributed through a lottery system, the Phase II licenses were to be auctioned off by the FCC. The Phase II licenses covered a greater area than the Phase I licenses and offered other advantages over the Phase I licenses. Given this wide area coverage, certain Phase II licenses would encroach upon pre-existing Phase I licenses. In an effort to protect the interests of Phase I license holders, the FCC developed rules through which incumbent Phase I license holders were afforded protection during the Phase II auctions. See 47 C.F.R. § 90.763 (1997).

- 24. In order to bid on Phase II licenses, companies were required to become qualified bidders with the FCC. Companies were required to substantiate the wherewithal to construct base stations for transmission and thereafter develop the 220 MHz licenses for which they were bidding. Moreover, the bidders had to post an upfront payment sufficient to cover the licenses the company anticipated bidding on during the auction. See 47 C.F.R. § 90.733 (1997).
- 25. USM was identified in FCC Public Notice DA 98-1787, dated September 4, 1998, as one of the only 54 qualified bidders for Phase II Auction No. 18. USM was eligible to bid on all licenses offered during Auction No. 18 and posted an upfront payment of \$200,000. Shorin knew of the upfront payment made on behalf of the Company for the Phase II auction.
 - 26. USM was recognized as an incumbent licensee for Auction No. 18.
- 27. As an incumbent, USM was afforded a level of protection under the FCC rules during the Phase II auction process. See 47 C.F.R. § 90.763 (1997). Amongst other requirements, bidders who won a Phase II license that covered an incumbent Phase I licensee's areas were required to: (i) locate their paging stations at least 120 km from the Phase I licensee's paging station (generally in a highly populated area as the Phase I licenses first served more urban areas) and (ii) limit the field strength of its base stations so as to not interfere with the Phase I licensees.
- 28. The FCC 220 MHz auction rules were designed to protect incumbent Phase I license holders and businesses. The FCC-mandated location and signal strength requirements for any Phase II license were limited by the area that encroached upon a Phase I incumbent. In practice, this worked to chill the open bidding for Phase II licenses during the auction process where there was a strong incumbent position. In addition, the incumbent requirements also diminished the overall value of the Phase II license when it was not owned in common with the Phase I license. As a result, when Phase I and Phase II licenses were bundled together, the value

of these licenses to any potential purchaser was exponentially higher than if the licenses were owned, acquired or transferred separately.

- 29. The Elkin Group was not an incumbent licensee for the Phase II Auction No. 18 and was unable to meet the FCC requirements for licensing.
 - 30. Bidding in FCC Phase II Auction No. 18 commenced on September 18, 1998.
- 31. USM was ready, willing and authorized by the FCC to participate in Auction No. 18. Elkin never presented any counter position or alternative arrangement to the Company or its stockholders for consideration.
- 32. The winning bidders for Phase II Auction No. 18 were announced on October 23, 1998 through FCC Public Notice DA 98-2143. The FCC recognized USM as the winning bidder for five (5) licenses following Phase II Auction No. 18. The five (5) licenses were located in the following geographic areas: two (2) licenses for Boston, Massachusetts; one (1) license for Washington, D.C.; one (1) license for Miami, Florida; and one (1) license for Sacramento, California.
- 33. The Elkin Group is not identified as the winning bidder for any license awarded through the FCC's Phase II Auction No. 18.
- 34. On or about November 6, 1998, USM submitted its final application Form 601 for the Phase II Auction No. 18. The November 6 filing date was the final day permitted under the FCC's rules for filing a bidder's Form 601 following the completion of the auction.
- 35. In USM's November 6, 1998 Form 601, Elkin represented to the FCC that an amended Form 175 registration statement was submitted to the FCC on September 28, 1998, which changed the name of the applicant for the Phase II Auction No. 18 from USM to the Elkin Group. Shorin was aware of and helped facilitate this purported change in registration.

- 36. This purported change in registration occurred after Auction No. 18 had commenced, without notice or approval of the Company's stockholders and without any compensation whatsoever paid to the Company for the change.
- 37. Upon information and belief, USM's \$200,000 upfront payment to the FCC was: (i) used by the Company to pay for the Phase II licenses won at auction and later transferred to the Elkin Group, or (ii) applied on behalf of the Elkin Group to acquire the Phase II licenses won by USM but later issued to the Elkin Group.
- 38. Upon information and belief, USM was never compensated nor reimbursed for the use or application of its upfront payment by the Elkin Group.
- 39. Elkin, as assisted by Shorin, qualified the Elkin Group for the FCC's Phase II Auction No. 24. Elkin did not take steps to qualify USM as a bidder. Elkin, through the Elkin Group, bid on and was the successful bidder for at least one Phase II license in Auction No. 24.

E. Elkin's Piecemeal Sale of USM Assets

- 40. On March 4, 1999, the Company executed a Purchase and Sale Agreement with Repeater Network Spectrum Aq., Inc. ("Repeater") for the Company's sale of an unknown number of licenses to Repeater for the sum of \$138,049.00. Despite the fact that the Phase II license for Miami (won by USM at the auction) was identified in the Repeater transaction, the sale figure only represented payment for Phase I licenses.
- 41. At some point between 1999 and 2001, Elkin resolved, either overtly or *de facto*, to sell all or substantially all of the Company's assets.
- 42. On January 30, 2001, the Company executed a Purchase and Sale Agreement with Roamer One, Inc. ("Roamer") for the Company's sale of six (6) Phase I licenses to Roamer for the sum of \$349,000.00. Certain other Phase II licenses were identified as having been or due to

be transferred from the Elkin Group to Roamer. USM received no compensation for the transfer of the Phase II licenses to Roamer.

- 43. On March 13, 2001, the Company executed another Purchase and Sale Agreement with Roamer, this time for the Company's sale of one (1) license to Roamer for the sum of \$60,000.00. Certain other Phase II licenses were identified as having been or due to be transferred from the Elkin Group to Roamer. USM received no compensation for the transfer of the Phase II licenses to Roamer.
- 44. As initially contemplated, the transaction with Roamer was to include the transfer of nine (9) Phase I licenses. There is one (1) Boston license (WPCY922) and one (1) Avon, Connecticut license (WPCW970) that have been represented as being sold (to Shepard McCready Partnership and KC Partners I, respectively). Roamer initially proposed to pay the Company at least \$110,000 in total for the two licenses. Company check records depict a \$30,000 payment in May, 2001 for the Boston license, which was in turn distributed to Elkin.
- 45. Sometime during fiscal year 2001, a loan to a stockholder in the amount of \$20,500, which was outstanding since at least 1997, was removed as a receivable from the Company's 2001 tax return. Norman did not knowingly borrow \$20,500 from the Company nor did he ever personally receive any goods or services that would amount to \$20,500 when he was working on behalf of the Company.
- 46. Upon information and belief, sometime after 2000, Elkin sold all or substantially all of the remaining Company assets for sums unknown. Elkin's undertakings were without the aid of a diligent or effective process to ensure the maximization of stockholder value.
- 47. Upon information and belief, Elkin abandoned other Phase I and Phase II licenses rather than first attempting to fully capitalize on their value to the Company.

48. The above recited facts demonstrate that Elkin, as the majority stockholder and sole director, dominated the decision-making process to favor his own interests (both in equity and purported debt).

F. The Elkin Group's Transfer of USM's Phase I and II Licenses

- 49. Pursuant to the March 4, 1999 sale agreement with Repeater, the Phase II Miami license won by USM during Auction No. 18 was sold by the Elkin Group to Repeater.
- 50. The Elkin Group or Elkin personally received at least \$65,000 from Repeater for the Phase II Miami license. Neither the Company nor Norman received any form of compensation for this transfer of assets.
- 51. The January and March 2001 sale agreements with Roamer transferred certain Phase II licenses from the Elkin Group to Roamer. Upon information and belief, the Phase II Boston licenses won by USM during Auction No. 18 were sold by the Elkin Group to Roamer.
- 52. The Elkin Group or Elkin personally received at least \$130,000 from Roamer for the two (2) Phase II Boston licenses. Neither the Company not Norman received any form of compensation for this transfer of assets.
- 53. Upon information and belief, in June 1999 Elkin negotiated the sale of three (3) Phase I licenses in New York City (and their associated equipment) to Elite Limousine Plus, Inc. ("Elite") for the sum of \$312,500. Norman is not aware whether this transaction ever closed or what was made of the three (3) New York City licenses. Publicly available FCC records indicate that these licenses were either cancelled or expired.
- 54. Beginning as late as 2001, Elkin knowingly cancelled or abandoned certain of the Company's Phase I licenses in an effort to further capitalize on the Phase II licenses sold by the Elkin Group to both Repeater and Roamer. In practice, once the Phase I licenses were cancelled or abandoned, the incumbency position was lost and the Phase II license holder was no longer

under any obligation to comply with the FCC rules protecting incumbent Phase I licensees. *See* 47 C.F.R. § 90.763(c) (1997).

G. Elkin's Attempt at a Cover-Up

- 55. By letter dated December 3, 2002, Elkin informed Norman's counsel that the Repeater and January 2001 Roamer sales (citing an incorrect total of \$479,708.00 when in actuality the total sale price was \$487,049) went to pay various fees and expenses, including \$380,588 for the "Repayment of Shareholder Loans." (See Exhibit A).
- 56. Elkin's representation as to the total amount he received for the repayment of stockholder loans was false. Through certain discovery obtained by Norman, it appears that Elkin obtained at least \$601,500 in repayment of stockholder loans. Indeed, USM accounting records clearly disclose that Elkin received approximately \$450,600 in distributions in 2001, when Norman received none.
- 57. Company records indicate that as of November 11, 2002 (a mere 22 days prior to his fraudulent representations to Norman), Elkin was paid the \$601,500 amount from the total \$665,240 in proceeds from the sales cited in his December 2002 letter.
- 58. Through the December 2002 letter, Elkin knowingly: (i) misrepresented by at least \$220,000 the amount he repaid himself for purported stockholder loans; (ii) misrepresented the sale price of the Boston licenses by approximately \$185,000; (iii) withheld information he was under a duty to disclose concerning the Phase II licenses awarded in Auction No. 18; and (iv) withheld information he was under a duty to disclose concerning the March 2001 Roamer agreement as he could not substantiate the disbursement of funds from this agreement or the correct total transaction value of the Repeater and January 2001 Roamer sales.
 - 59. Elkin's fraudulent statements were willful, wanton and/or malicious.

- 60. Elkin acknowledged, affirmed and further declared the substance of these fraudulent representations in sworn deposition and court testimony in an action brought under 8 *Del. C.* § 220, prosecuted by Norman in 2005. *See Norman v. US Mobilcomm, Inc.*, C.A. No. 849-N (Del. Ch.).
- 61. In the December 2002 letter, Elkin instructed Norman's counsel that no further information would be made available regarding the two transaction because the Company had "entered into strict confidentiality agreements that bound USM [the Company] and anyone receiving information about the transaction from USM." (*Id.*). This representation was untrue and made with the intent that Norman would not pursue his inquiry regarding the disposition of the Phase II licenses.
- 62. In and around December 2002, Norman made several telephonic requests of Elkin to provide him information concerning the Company's sales of assets. Each time, Elkin falsely detailed the number of transactions or refused to provide additional documentation on the transactions then known to Norman.
- 63. Elkin concealed or otherwise misrepresented the complete and accurate portrayal of the Company's financial condition and his own self-dealing in an attempt to dissuade Norman from seeking to enforce his rights as a 25% stockholder of the Company.
- 64. Shorin was aware of and aided Elkin's failure to accurately and completely disclose the terms of the Repeater and two Roamer agreements.
- 65. Elkin's purported basis for the \$380,588 repayment of stockholder loans was a Shareholder Loan Agreement dated as of September 1, 1995 (the "Loan Agreement").
- 66. The Loan Agreement was an agreement by and between the Company and Elkin. Elkin signed on behalf of himself and the Company. Elkin does not recall exactly when he

created the Loan Agreement, but he does recall that it was created at least several months <u>after</u> the September 1995 effective date.

- 67. The Company's tax returns from 1997 through the present do not indicate that the Company was indebted to any stockholder, let alone in an amount equal to or greater than \$380,588.
- 68. Elkin attempts to substantiate these stockholder loans through a recapitalization theory aimed at capturing expenses purportedly paid by Elkin on behalf of the Company and expenses the Company paid for its New York office.
- 69. In practice, Elkin and Shorin would increase Elkin's paid in capital amount to capture overhead expenses paid by Elkin and \$1,000 per month for use of Elkin's home as the Company office. Elkin and Shorin would decrease Norman's paid in capital amount to capture the Company's payment of overhead expenses for the New York office. In the final calculation used to substantiate the \$601,500 paid to Elkin, no provision was made for the Company's previous estimate of \$14,000 in expenses paid by Norman on behalf of the Company. These inconsistent maneuvers tended to overstate any changes in stockholder capital to the detriment of Norman.
- 70. These steps were undertaken in violation of recognized Generally Accepted Accounting Procedures ("GAAP") practices and procedures.
- 71. Upon information and belief, Shorin compiled, calculated and filed the Company's tax returns from 2002 to present. Accordingly, Shorin was aware of, aided in, and was complicit in Elkin's breaches of his fiduciary duty and fraudulent representations.

H. Elkin's Unilateral Distributions and Capital Drawdowns

72. The Company's financial records disclose revenue, in the aggregate, of approximately \$890,000. The revenue was derived from management fees, the sale of Phase I

licenses, equipment and other miscellaneous assets. The \$195,000 Elkin personally received from the sale of the Company's Phase II licenses (*See F, supra*) was not channeled through the Company's accounts and therefore is not included in the \$890,000 gross revenue figure. In total, the Company realized at least \$1.08 million in revenue through the sale of assets.

- 73. Elkin caused a number of property distributions to be made by the Company to himself. These include: (i) an \$82,000 distribution as noted in the Company's 2000 tax return (noted as \$90,000 in the Company's check register); (ii) a \$30,000 distribution in May, 2001 (noted as check #2988, dated May 2, 2001 in the Company's check register); (iii) a wire transfer for \$190,000 on May 22, 2001; (iv) a \$30,6000 distribution in July, 2001 (noted as check #3012, dated July 5, 2001 in the Company's check register); and (v) a wire transfer for \$200,000 on August 22, 2001. (See Exhibit B (containing the background tax return and check register pages)). These amounts do not, on their face, implicate or encompass the purported repayment of stockholder loans discussed above. Norman did not receive any such distributions, proportional or otherwise.
- 74. The Company's 2001 tax return depicts an undocumented drawdown of approximately \$460,000 of the Company's paid-in capital. (See Exhibit B). This amount dovetails with the distributions made to Elkin in 2001 noted immediately above as identified in the Company's check register. Norman received no distribution or reimbursement of his initial capital contribution, proportionate or otherwise. Shorin was aware of and aided in the unilateral drawdown of the Company's paid-in capital.
- 75. The Company's check register for 2001 also depicts the reclassification of a stockholder loan in the amount of \$20,500 from stockholder loan receivable into distributions. Again, Norman at no time received a stockholder loan nor did he receive any cash distributions in 2001.

76. Upon information and belief, USM has transferred, sold or otherwise disposed of many, if not the majority, of its rights and assets over the past several years. During this time, USM has failed to provide Norman with a complete accounting of the proceeds of all such sales, transfers or other dispositions, and has not made any stockholder or other distributions to Norman as a result of such transfers, sales or other dispositions of its rights or assets. However, Norman was required to report certain purported earnings of the Company to the IRS arising from his ownership interest in the Company.

I. Alter Ego Allegations

- 77. From 1997 to present, USM was controlled and administered in such a manner as to effectively render it the *alter ego* of Elkin and the Elkin Group.
- 78. From 1997 to present, USM's sole purpose was to provide a means for Elkin and the Elkin Group to acquire Phase II licenses and otherwise trade-off of the Company's goodwill, its incumbency position with the FCC and its physical assets.
- 79. Elkin utilized USM to further his personal interests and those of the Elkin Group during the Phase II auction and the subsequent piecemeal sale of assets to Repeater and Roamer.
- 80. From its inception, USM's books and records were maintained (if at all) at the residence of Elkin. Elkin's residence served as the principal place of business for both USM and the Elkin Group.
- 81. Elkin has otherwise failed to maintain the corporate formalities required of a business entity organized under the laws of the State of Delaware in that he has failed or refused to: (i) maintain Company books and records; (ii) regularly convene stockholder meetings; (iii) hold annual elections for the Company's director(s); and (iv) regularly and candidly communicate with stockholders.

J. Demand Futility Allegations

82. Where applicable, the required proffer of a demand of the Company is excused as the Company only has one director and his interests are so intertwined with the allegations contained in this Amended Complaint as to render any such demand futile. Moreover, the challenged transactions that form the basis of this Amended Complaint are not the product of a valid exercise of business judgment, but are instead, self-interested transactions between the Company and its sole director and majority stockholder.

Causes of Action

Count I **Breach of Contract** (Against Elkin)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- Norman performed all of his obligations under the oral agreement between 83. himself and Elkin, and is the owner of 25% of the common stock of USM.
 - 84. Elkin breached his agreement with Norman by, *inter alia*:
- (i) failing and refusing to provide Norman with complete access to USM's corporate, business, financial and accounting books and records;
- failing and refusing to fully account to Norman and/or distribute to Norman his (ii) 25% share of the proceeds of the transfer(s), sale(s) or other disposition(s) of any rights or assets of USM;
- failing and refusing to contribute \$750,000 in capital as required by the agreement (iii) between Elkin and Norman when Norman first acquired his 25% interest in the Company; and
- obtaining FCC licenses under the name of USM and thereafter transferring those (iv) licenses to the Elkin Group, a corporation 100% owned by Elkin.

85. By reason of defendants' breaches and failures to perform under the agreement, Norman has been damaged in an amount to be determined at trial.

Count II Declaratory Relief (Against all Defendants)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- 86. This Court has jurisdiction to render declaratory relief pursuant to 28 U.S.C. § 2201 and 10 Del. C. § 6501, et seq.
 - 87. Based on the facts set forth above, Norman is entitled to relief as follows:
- (i) A declaration that the Company is entitled to all payments and consideration which have been derived or are to be derived from the sale, transfer, cancellation, abandonment or other exploitation of rights and assets properly belonging to the Company;
- (ii) A declaration that Norman is entitled to at least 25% of the proceeds, net of reasonable expenses, heretofore paid by third parties to any or all of the defendants in connection with the sale, transfer, cancellation, abandonment or other exploitation of rights and assets properly belonging to the Company;
- (iii) A declaration that Norman is entitled to at least 25% of all future proceeds, net of reasonable expenses, to be paid by third parties to any or all of the defendants in connection with the sale, transfer, cancellation, abandonment or other exploitation of rights and assets properly belonging to the Company; and
- (iv) A declaration that some, if not all, of Elkin's interest in the Company is forfeited as a result of the fraudulent conduct noted above and his failure to make the capital contribution he contractually agreed to provide the Company.

Count III Usurpation of Corporate Opportunities (Against Elkin)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- 88. The opportunities to obtain FCC licenses including, but not limited to, Phase II licenses offered through FCC Auction Nos. 18 and 24, were and are corporate opportunities belonging to USM.
- 89. Elkin's conduct in bidding on the FCC licenses during Auction No. 18 and winning such bids in the name of USM and thereafter causing those licenses to be issued in the name of the Elkin Group rather than USM is a violation of Elkin's fiduciary duties and constitute(s) an unlawful usurpation of corporate opportunities.
- 90. Elkin's conduct in bidding on the FCC licenses during Auction No. 24 to the exclusion of USM constituted an unlawful, usurpation of corporate opportunities.
- 91. By virtue of Elkin's usurpation of corporation opportunities belonging to USM, Norman has been damaged in an amount to be determined at trial and is entitled to an equitable accounting of those assets Elkin took in violation of his fiduciary duties.
- 92. By virtue of Elkin's usurpation of corporation opportunities belonging to USM, Norman is entitled to the imposition of a constructive trust over the assets or the proceeds from those assets.

Count IV Breach of the Fiduciary Duties of Loyalty, Care and Good Faith Dealing (Against Elkin)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

93. By virtue of his status as a majority stockholder, President and director of USM, Elkin owned various fiduciary duties to Norman.

- 94. By virtue of the conduct described herein, Elkin has failed to discharge his fiduciary duties of loyalty, care and good faith dealing to Norman, and has, in fact, breached his fiduciary duties.
- 95. By virtue of Elkin's breaches of his fiduciary duties to Norman, he has been damaged in an amount to be determined at trial.

Count V Breach of the Fiduciary Duty of Disclosure (Against Elkin)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- 96. By virtue of his status as the President and director of USM, Elkin owed Norman the fiduciary duty to disclose all pertinent facts regarding the Company's operations and the sales of assets.
- 97. By virtue of the conduct described herein, Elkin has failed to discharge his fiduciary duty of disclosure, and has, in fact, breached his fiduciary duty by never convening a stockholder meeting, providing annual reports to the Company's stockholders or providing notice as to the sale of all or substantially all of the Company's assets.
- 98. By virtue of Elkin's breaches of his fiduciary duties to Norman, he has been damaged in an amount to be determined at trial.

Count VI Conversion and Misappropriation (Against Elkin and the Elkin Group)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

99. Elkin personally and the Elkin Group have profited from their misappropriation of USM's qualified bidder and incumbent status with the FCC.

- 100. Elkin and the Elkin Group have exercised control and dominion over the Phase II licenses won by USM in the FCC's Phase II Auction No. 18 so as to deprive USM of all use and economic value.
- 101. Elkin personally and the Elkin Group have profited from the misappropriation and conversion of the USM's Phase II licenses in an amount to be determined at trial.

Count VII Fraud (Against Elkin)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- 102. Through the December 2002 letter to Norman's counsel and other communications at or about this time, Elkin made false representations of fact to Norman concerning the financial condition of the Company, Elkin's self-dealing and the distribution of proceeds from known sales.
- 103. Elkin knew these representations to be false when they were made or were asserted with reckless indifference to the truth.
 - 104. Elkin's fraudulent representation willful, wanton and/or malicious.
- 105. Elkin proffered these representation with the intent that Norman would not act to enforce his rights as a 25% stockholder of the Company, hold accountable the director and officers for their failure to discharge their fiduciary duties to the Company or otherwise seek and accounting of the Company's assets.
- 106. Norman refrained from acting at the time in justifiable reliance upon Elkin's representations.
 - 107. Norman has suffered damages in an amount to be determined at trial.

Count VIII Aiding and Abetting Elkin's Breach of Fiduciary Duties (Against Shorin)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- 108. By virtue of his status as a majority stockholder, President and director of USM, Elkin owned various fiduciary duties to Norman.
- 109. By virtue of the conduct described herein, Elkin has failed to discharge his fiduciary duties of loyalty, care and good faith dealing to Norman, and has, in fact, breached his fiduciary duties.
- Shorin knowingly participated in Elkin's breaches of his fiduciary duties given his 110. active participation in the affairs of USM and the Elkin Group as the chief financial officer of both companies. Moreover, Shorin compiled, calculated and filed the Company's tax returns from 2002 to present.

Count IX **Unjust Enrichment** (Against Elkin and the Elkin Group)

Plaintiff repeats and realleges each allegation contained above as though fully set forth herein.

- Elkin and the Elkin Group have been unjustly enriched in that, inter alia, they 111. have failed to account to Norman in connection with the acquisition and/or sale, transfer or other disposition of USM's rights and assets and has, instead, distributed the proceeds of any such transfer(s), sale(s) or other disposition(s) of USM's rights or assets to himself, the Elkin Group or others.
- By virtue of defendants' unjust enrichment, Norman has been damaged in an 112. amount to be determined at trial.

WHEREFORE, Norman demands, through a trial by jury, judgment against the defendants as follows:

- A. an award of nominal, compensatory, rescissory and/or restitution damages in an amount to be determined at trial,
- B. an award of punitive damages in an amount to punish and deter similar conduct in the future;
- C. the imposition of a constructive trust over those assets or proceeds from assets that rightfully belonged to the Company;
 - D. declaring that Elkin has unlawfully usurped corporate opportunities of USM;
- E. declaring that Norman is entitled to at least 25% of all proceeds from the sale of Company assets, minus reasonable expenses;
 - F. declaring that some, if not all, of Elkin's interest in the Company is forfeited;
- G. requiring Elkin to provide a full and complete accounting (equitable accounting) of all Company assets and other such property or rights adjudged to be Company assets;
- H. the appointment of a custodian to wind-up the affairs of USM and distribute any and all assets *pro rata*;
 - I. an award of both pre- and post-judgment interest at the legal rate;
- J. an award of the costs and disbursements of this action, including reasonable counsel, accountants' and experts' fees, costs and expenses; and
- K. all such other and further relief as the Court deems just and proper under the circumstances.

Dated: January 6, 2006

Sean I Hollow (#40)

Sean J. Bellew (#4072)
David A. Felice (#4090)
Cozen O'Connor

1201 North Market Street, Suite 1400

Wilmington, DE 19801 Telephone: (302) 295-2000 Facsimile: (302) 295-2013

Attorneys for Plaintiff Jeffrey M. Norman

Exhibit A

6 35% N

US MOBILCOMM, INC.

805 Bryn Mawr Avenue Newtown Square, PA 19073

December 3, 2002

Vincent A. Sama, Esq. Winston & Strawn 200 Park Avenue New York, NY 10166-4193

Dear Mr. Sama,

Per your request of October 2, 2002, over past 3 years US MobilComm, Inc. has sold the 220 Mhz licenses it owned in Florida, Boston and Chicago, together with related equipment. Attached are copies of the purchase and sale agreements for the sales.

The net proceeds of such sales were distributed as follows:

Sales Price of Boston Systems:

\$349,000

Sales Price of Florida Systems:

\$130,708

Total Net Proceeds

\$479,708

Use of Proceeds:

Repayment of Equipment Loans -	\$31,996
Payment of Legal Fees -	\$31,124
Payments to Original Licensees	\$36,000
Repayment of Shareholder Loans -	\$380.588

Please be advised that in the cases of both of the above transactions USM entered into strict confidentiality agreements that bound USM and anyone receiving information about the transactions from USM.

If you have any further questions or comments please let me know.

Sincerely,

David W. Elkin

President

Exhibit B

`Form 1120S

U.S. Income Tax Return for an S Corporation

▶ Do not file this form unless the corporation has timely filed
Form 2553 to elect to be an S corporation.

OMB No. 1545-0130 മരമ

Internal Reven	the Service ➤ See separate instructions.	<u> </u>
For calenda	ar year 2000, or tax year beginning , 2000, and ending	· ·
"flective dat	a of election Name	C Employer identification
an a corp	US MOBILCOMM, INC.	23-2767067
04/04/		D Date Incorporated
B Business co (see pages		04/04/1994
(see pages	City or town, state, and ZIP code	E Total assets (see page 11)
5130	NEWTOWN SQUARE, PA 19073-4330	296.746.
		mended return
	imber of shareholders in the corporation at end of the tax year	
Caution: inc	clude only trade or business income and expenses on lines 1a through 21. See page 11 of the instructions for more	information
4 Gr	ses receipts 74,574. b Less returns and allowances C Bal 1c	74,574.
,	ost of goods sold (Schedule A, line 8)	40,572.
E 3 G	ross profit. Subtract line 2 from line 1c	34,002.
E 3 G	et gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)	34,002.
= 5 O	her income (loss) (attach schedule) SEE. STATEMENT, 1, 5	22,955.
	otal Income (loss). Combine lines 3 through 5	
	ompensation of officers	56,957.
7 Collections 7	plaries and wages (less employment credits)	
# 9 Re		
를 10 Ba	· · · · · · · · · · · · · · · · · · ·	
हैं 11 Re	· · · · · · · · · · · · · · · · · · ·	
12 Ta	ents	
를 13 Ini	ierest	550.
	epreciation (If required, attach Form 4562) 14a 4,179	
	epreciation claimed on Schedule A and elsewhere on return 14b	
5 2	obtract line 14b from line 14a	4 170
		4,179.
	epletion (Do not deduct oil and gas depletion.)	
	ension, profit-sharing, etc., plans	
19 01	nployee benefit programs her deductions (attach schedule) SEE STATEMENT 1 19	07 171
-1 1	tal deductions. Add the amounts shown in the far right column for lines 7 through 19	<u>27,171.</u> 31,900.
8	real deductions. And the amounts shown in the fail right column for lines 7 billiongly to	31,300.
_	dinary income (loss) from trade or business activities, Subtract line 20 from line 6 · · · · · · · · · · · · · · · · · 21	25,057.
	x: a Excess net passive income tax (atlach schedule).	25,057.
	ex from Schedule D (Form 1120S)	
	Id lines 22a and 22b (see page 15 of the instructions for additional taxes)	
\$ 23 Pa	yments: a 2000 estimated tax payments and amount applied from 1999 return 23a	
©	x deposited with Form 7004	
g c Cr	edit for Federal tax paid on fuels (attach Form 4136).	
d Ac	kd lines 23a through 23c · · · · · 23d	
C	stimated tax penalty. Check if Form 2220 is attached	
×	x due. If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See page	
	of the instructions for depository method of payment	
26 O	rerpayment. If line 23d is larger than the lotal of lines 22c and 24, enter amount overpaid	
27 Er	ster amount of line 26 you want: Credited to 2001 estimated tax	
	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to	the best of my knowledge
Sign	and belief, it is true, correct, and complete, Declaration of preparer (other than taxpayer) is based on all information of which preparer	parer has any knowledge.
Sign Here		
Hele		
	Signature of officer Date Title	
	Preparer's Date Check it self-	Preparer's SSN or PTIN
⊤-id	signature plcyed	
∌parer's	Firm's name (or yours EIN	
Use Only	if self-employed),	
	address, and ZIP code Phon	
For Paperv	rork Reduction Act Notice, see the separate instructions.	Form 1120S (2000)

JSA 0C1410 3.000

02/20/2001

For	n 1120S (2000) US MOBILCOMM, INC.	23-2767067	Page 2
	Cost of Goods Sold (see page 16 of the instructions)		
1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
-	Additional section 263A costs (attach schedule)	4	
	Other costs (attach schedule)	5 4	0,572.
6	Total. Add lines 1 through 5		0,572.
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2		0,572.
9a	Check all methods used for valuing closing inventory:		
	(i) Cost as described in Regulations section 1.471-3		
	(ii) Lower of cost or market as described in Regulations section 1.471-4		
	(iii) Other (specify method used and attach explanation)		
ь	Check if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c)		▶
C	Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form	n 970)	
d	If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing		
	inventory computed under LIFO	9d	.,
e	Do the rules of section 263A (for property produced or acquired for resale) apply to the corporation		es X No
f	Was there any change in determining quantities, cost, or valuations between opening and closing in	rventory? Y	es No
	If "Yes, " attach explanation.		
	Other Information		
			Yes No
1	Check method of accounting: (a) X Cash (b) Accrual (c) Other (specify)		[
2	Refer to the list on pages 29 through 31 of the instructions and state the corporation's principal:		
	(a) Business activity ► TWO WAY RADIO (b) Product or service ► SERVICE		
3	Did the corporation at the end of the tax year own, directly or indirectly, 50% or more of the voting	Stock of a domestic	1
	corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) na	me, adoress, and	
	employer identification number and (b) percentage owned.	· · · · · · · · · · · · · · ·	X
4	Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
	Check this box if the corporation has filed or is required to file Form 8264, Application for Registrat		
	Shelter Check this box if the corporation issued publicly offered debt instruments with original issue discou	· · · · · · · []	
6	Check this box if the corporation issued publicly offered debt instruments with original issue discou	nt	
	If so, the corporation may have to file Form 8281, Information Return for Publicly Offered Original I	ssue Discount	}
	Instruments.		
7	If the corporation: (a) filed its election to be an S corporation after 1986, (b) was a C corporation be	etore il electeo io	
	be an S corporation or the corporation acquired an asset with a basis determined by reference to its	s basis (or the	
	basis of any other property) in the hands of a C corporation, and (c) has net unrealized built-in gain	(defined in section	
	1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized l	ount-in gain reduced	
_	by net recognized built-in gain from prior years (see page 17 of the instructions) , > \$		
8	Check this box if the corporation had accumulated earnings and profits at the close of the tax year (see .	
	page 18 of the instructions)	he required to altach	1 !
No So	te: If the corporation had assets or operated a business in a foreign country or U.S. possession, it may hedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for deta	ils.	
30	Shareholders' Shares of Income, Credits, Deductions, etc.		
_	(a) Pro rata share items	(b) Total amo	ount
	1 Ordinary income (loss) from trade or business activities (page 1, line 21)	1 2	5,057.
	2 Net income (loss) from rental real estate activities (attach Form 8825)	2	
	3a Gross income from other rental activities] {	
	b Expenses from other rental activities (attach schedule) 3b]	
ŵ		3c	
507	4 Portfolio income (loss):		
income (Loss)	a Interest income	4a	758.
Ę	b Ordinary dividends	4b	
2	c Royalty Income	4c	
	d Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	4d	
	e Net long-term capital gain (loss) (attach Schedule D (Form 1120S)):	(4012)	E 0//
	(1) 28% rate gain (loss) (2) Total for year (2) Total for year (3) Other portfolio income (loss) (atlach schedule)	4e(2) (56,844.
	with the same of t	5	
	1	6	
150 -	6 Other income (loss) (attach schedule)		200 (2000)

0C1420 3.000

Form 11	208 (2	000) US MOBILCOMM, INC.	_ 2	3-2767067	Page 3
		Shareholders' Shares of Income, Credits, Deductions, etc. (continued)			
		(a) Pro rata share items		(b) Total amount	
/uction\$	7	Charitable contributions (attach schedule)	7		
ct	8	Section 179 expense deduction (attach Form 4562)	8		
7	9	Deductions related to portfolio income (loss) (itemize)	9		
	10	Other deductions (attach schedule)	10		
T	112	Interest expense on investment debts	11a		
Invest- ment Interest		(1) Investment Income included on lines 4a, 4b, 4c, and 4f above	116(1)		758.
5=5	l	(2) Investment expenses included on line 9 above	11b(2)		
	121	Credit for alcohol used as a fuel (attach Form 6478)	12a		
	ľ	Low-income housing credit:			
		(1) From partnerships to which section 42(j)(5) applies for property placed in service before 1990	12b(1)		
	1	(2) Other than on line 12b(1) for property placed in service before 1990	12b(2)		
<u>\$</u>		(3) From partnerships to which section 42(j)(5) applies for property placed in service after 1989	126(3)		
Credits	ŀ	(4) Other than on line 12b(3) for property placed in service after 1989	12b(4)		
J	Ε.	Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c		-
		Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		
	1	Credits related to other rental activities	12e		
	13	Other credits	13		
×	1	Depreciation adjustment on property placed in service after 1986	14a	-14	,516.
and Tax	1	Adjusted gain or loss	14b		
돌	•	Depletion (other than oil and gas)	14c		* * * * *
ent:		• • •	14d(1)		
i i] -	(2) Deductions allocable to oil, gas, or geothermal properties	140(2)		
Adjustments Preference		Other adjustments and tax preference items (attach schedule)	14e		
	+	Name of foreign country or U.S. possession			
		Gross income sourced at shareholder level	15b	ł	
		Foreign gross income sourced at corporate level:			
		(1) Passive	15c(1)		
	1	(2) Listed categories (attach schedule)	15c(2)		
2			15c(3)		
Foreign Taxes	ا ا	Deductions allocated and apportioned at shareholder level:	<u> </u>		
5	"	(1) Interest expense	15d(1)		
<u> </u>			15d(2)		
ī,		Deductions allocated and apportioned at corporate level to foreign source income:			
		(1) Passive	15e(1)		
		(2) Listed categories (attach schedule)	15e(2)	1	
		(3) General limitation			
	١.	Total foreign taxes (check one); ▶ Paid Accrued	151		
	:	Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g		·
	16	Section 59(e)(2) expenditures: a Type ▶b Amount ▶	16b		
	17	Tax-exempt interest income	17		
	18	Other tax-exempt income	18		
	19	Nondeductible expenses	19		
	20	Total property distributions (including cash) other than dividends reported on line 22 below	20	82	2,000.
5	21	Other items and amounts required to be reported separately to shareholders (attach			
Other	1	schedule)	1	1	
•	22	Total dividend distributions paid from accumulated earnings and profits	22		
	23	Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1			
	1 1	though 8 is agreed the From the cognitive subtract the num of lines 7 through 11st 151 and 16h	22	1 0	659

Form 11205 (2000)

MC000527

· · ·			MC	000528	27670674
orm 1120S (2000) US MOBI	LCOMM, INC.	in a af taurum			-2767067 Page 4 tax year
Balance Sheets per Books		ing of tax yea			T
Assets	(a)	_ 	(b)	(c)	(d)
Cash			22,527	-	37,682.
2 a Trade notes and accounts receivable					4
s allowance for bad debits , , ,					
3 inventories					
4 U.S. Government obligations				⊣	
5 Tax-exempt securities					40 400
6 Other current assets (attach schedule) ,	STMT 3	ļ	54,450	—	43,477
7 Loans to shareholders			20,500	<u> </u>	20,500
8 Mortgage and real estate loans				4	
9 Other investments (attach schedule)			· · · · · · · · · · · · · · · ·		
0 a Buildings and other depreciable assets .	133,79			133,791.	=1
b Less accumulated depreciation	125,93	2.	7,859	133,361.	430
1 a Depletable assets					1
b Less accumulated depletion ,					<u> </u>
2 Land (net of any amortization)					
3 a Intangible assets (amortizable only)	28,50			28,500.	
b Less accomulated amortization	11,63	2.	16,868		15,099
4 Other assets (ettach schedule)	STMT 3		243,604		179,558
15 Total assets			365,808	3	296,746
Liabilities and Shareholders' Equity					
6 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year	STMT 3		122,783		78,815
8 Other current sabilities (attach schedule)	STMT 3		1,100	<u>) .</u>	898
19 Loans from shareholders					ļ
Mortgages, notes, bonds payable in 1 year or more				·	
Other liabilities (attach schedule)					
2 Capital stock				5.	5
3 Iditional paid-in capital		<u> </u>	1,090,59		973,038
•			-848,67	<u>1.</u>	-756,010
24 Abined earnings 25 Adjustments to shareholders' equity (attach schedule)				_	
on the second of two access retock					700 740
Total liabilities and shareholders' equity			365,80	8.	296,746
Reconcilia	tion of Income (Los	ss) per B	ooks With Inc	ome (Loss) per Return	(You are not required to
complete this				, of Schedule L are less than \$	
1 Net income (loss) per books	9	2,659.	1 .	ed on books this year not include	d
2 Income included on Schedule K, lines	11		1	(, lines 1 through 6 (Itemize):	
through 6, not recorded on books this			a Tax-exempt inten	est	
year (itemize):					
			-	duded on Schedule K, lines	
3 Expenses recorded on books this year	r nat		1	, 15f, and 16b, not charged	
included on Schedule K, lines 1 throu	gh			ncome this year (itemize):	
11a, 15f, and 16b (itemize):					l l
a Depreciation			1		
b Travel and entertainment					
				6 , , , , , , , , , , , , , , , , , , ,	•
		0 650	7)	7	. 92,659
4 Add lines 1 through 3	- f A commission of Ac	92,659.	te Account O	ther Adjustments Acco	
Analysis	or Accumulated Ac	ijustinen 16 Provic	usiv Taxed (s	ee page 27 of the instru	ctions)
Undistrib	uteu Taxable ilicon			(b) Other adjustments	(c) Shareholders' undistributed
			nents account	account	taxable income previously taxes
	}		-787,055.		
1 Balance at beginning of tax year .			25.057.		
Ordinary income from page 1, line 2ther additions SEE.			67,602.	<u> </u>	
		()		1
4 Loss from page 1, the 21		())(
B Combine lines 1 through 5	ı		-694,396.		
7 Distributions other than dividend dis					
8 Balance at end of lax year. Subtract			-694,396.		11825.20
0C1440 3.000 JSA	02/20/200	1		23-2767067	Form 11205 (20

SCHEDULE D (Form 1120S)

Capital Gains and Losses and Built-In Gains

OMB No. 1545-0130

2000

Department of the Treasury internal Revenue Service

► Attach to Form 11208.

► See separate instructions.

Employer identification number

ರವೆ	MOBILCOMM, INC	•					23-27	67067	_
	Short-Term Ca	pital Gains a	nd Losses	- Assets <u>Helo</u>	One Year or	Less			_
	(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (k ((d) minus (
1									
2	Short-term capital gain fro	m installment	sales from For	m 6252, line 26	or 37 2				
3	Short-term capital gain or	(loss) from like	e-kind exchang	es from Form 88	24 3				
	Combine lines 1 through 3					,			
	Tax on short-term capital Net short-term capital ga					 \ 			
6	Form 11205, Schedule K	line Arter 6		. ,	6				
	Long-Term Ca	inital Gains	and Losses	- Assets Hel	d More Than	One Year			_
	(a) Description of property	(b) Date	(c) Date sold		(e) Cost or	(f) Gain or (lo	sis)	(g) 28% rate gain	
	(Example, 100 shares of "Z" Co.)	acquired (mo., day, yr.)	(mo., day, y/.)	(d) Sales price	other basis (see instructions)	((d) minus (or (loss) "(see instr. below)	
7	SEE STATEMENT 5	1				66,	844.	,	
						ļ <u>.</u>			_
		ļ			<u> </u>				_
			<u> </u>						
8	Long-term capital gain fr	om installment	sales from Fo	rm 6252, line 20	3 or 37 8				
9	Long-term capital gain o								
10	Capital gain distributions					66	844.		_
•	Combine lines 7 through				· · · · · · · · · · · · · · · · · · ·	1 60,	077.	,	<u> </u>
,	Tax on long-term capital	gain included (on lines 25 and	o delow	200	 L	1 '	·	
13	Combine lines 7 through								
	Schedule K, line 4e(1) or Net long-term capital ga	: b	mbina linas 1						_
14	here and on Form 1120	ain or (ioss). Cu S. Schadula K	tine 4e/2\ or 6	and 12 m color	14	66.	844.		
* 20	% rate gain or (loss) inclu	des all "collect	ibles gains and	l losses" (as de	fined in the instruc				
129	Capital Gains	Tax (See in	structions b	efore comple	ting this part.)	1			
15	Enter section 1231 gain	from Form 47	97. line 9				15		
16	Net long-term capital ga	in or (loss). Co	mbine lines 11	and 15			16		_
••	Note: If the corporation is ii	able for the exces	s net passive inc	come tax (Form 11	20S, page 1, line 22	?a) or			
	the built-in gains tax (Part I	IV below), see the	line 17 instruction	ons before complet	ing line 17.				
17	Net capital gain. Enter ex	cess of net long-	term capital gair	n (line 16) over net	short-term capital k	oss (line 4)	. 17		
18	Statutory minimum						. 18	\$25,000	_
19	Subtract line 18 from lin	ie 17 , , ,					. 19		
20	Enter 34% of line 19						20		_
21	Taxable income (attach	computation so	:hedule}		<i></i>		22		
22	Enter tax on line 21 amo	ount (attach co	nputation sche	eb computation (chadula)		23		
23	Net capital gain from su Enter 35% of line 23	osmuteu basis	property (ada	cii computation .	scriedulo) , , ,		24		_
24	Tax. Enter the smallest	of line 20, 22, 4	or 24 here and	on Form 11205	S page 1. line 22b				
25	Ruilt-In Gains	Tax (See in	structions b	efore comple	eting this part.)			
26	Excess of recognized by	uilt-in gains ove	er recognized t	uilt-in losses (a	tach computation	schedule)	26		
27	Taxable income (attach	computation se	chedule)				27		
28	Net recognized built-in g	gain. Enter sma	llest of line 26	, line 27, or line	7 of Schedule B.		28		_
29	Section 1374(b)(2) ded	uction			<i></i>	 .	- 129		_
	Subtract line 29 from lin	ie 28. If zero oi	less, enter -0	 here and on line 	∍33	. ,	30		_
u t	Enter 35% of line 30 .					. .	31		_
32	Business credit and minim	num tax credit ca	rryforwards บกป	er section 1374(b)(3) from C corporation	on years	32		_
33	Tax. Subtract line 32 from	ı line 31 (if zero :	or tess, enter -0-)	. Enter here and o	n rom i izus, page	5 1, MIC ZZU	• • • • • • • • • • • • • • • • • • • •	<u> </u>	_

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule D (Form 1120S) 2000

Form 4562

Depreciation and Amortization (Including Information on Listed Property)

^{OMB No. 1545-0172}

Department of the Treasure Atlachment Attach this form to your return. See separate instructions. Internal Revenue Service (99) 67 Sequence No. Name(s) shown on return Identifying number MOBILCOMM, INC. 23-2767067 Lusiness or activity to which this form relates GENERAL DEPRECIATION AND AMORTIZATION Election To Expense Certain Tangible Property (Section 179) Note: If you have any "listed property, "complete Part V before you complete Part I. Maximum dollar timitation. If an enterprise zone business, see page 2 of the instructions 2 Total cost of section 179 property placed in service. See page 2 of the instructions 2 3 4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-4 5 Dollar limitation for tax year. Subtract line 4 from line 1, if zero or less, enter -0-. If married (b) Cost (business use only) (a) Description of property (c) Elected cost ô Listed property. Enter amount from line 27 8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 8 9 10 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions) 11 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11. 12 Carryover of disallowed deduction to 2001. Add lines 9 and 10, less line 12 ▶ 13 Note: Do not use Part II or Part III below for listed property (automobiles, certain other vehicles, cellular telephones, certain computers, or property used for entertainment, recreation, or amusement). Instead, use Part V for listed property. MACRS Depreciation for Assets Placed in Service Only During Your 2000 Tax Year (Do not include listed property.) Section A - General Asset Account Election If you are making the election under section 168(I)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check this box. See page 3 of the instructions Section B - General Depreciation System (GDS) (See page 3 of the instructions.) (c) Basis for depreciation (b) Month and (d) Recovery (business/investment use only - see instructions) (a) Classification of property year placed in period 15a 3-year property b 5-year property c 7-year property d 10-year property e 15-year property f 20-year property SIL g 25-year property 25 yrs. 27.5 yrs. S/L мм h Residential rental S/L 27.5 yrs. мм property MM S/L I Nonresidential real MM property S/L Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions. 16a Class life b 12-year S/L c 40-year SIL Other Depreciation (Do not include listed property.) (See page 5 of the instructions.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2000 . . . 17 4,179. 18 ACRS and other depreciation. 19 Summary (See page 6 of the instructions.) Listed property. Enter amount from line 26 20 ▼ Total. Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions 4,179. 22 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs

OTI	Listed Pro	perty (include	automobil	es ca	ertain	other	vehicl	es c	ellular t	elepho	nes	certair	com	uters	and a
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		y vehicle for which							ductina le	ase eya	ense (omplete	only		
		lumns (a) through	•	-			-		-		01700, 0	· · · · · · · · · · · · · · · · · · ·	City		
7		on and Other Infor									asseoge	er auton	obiles)	
23⊲	Do you have evidence								23b f "				·	Yes	No
			(c)	T		1	(e)		(1)			I		()
	(a) Type of property (list vehicles first)	(b) Date placed in service	Business/ investment use percentage	Cox	(d) st or othe basis	Bas (bu	ils for depri siness/inve use brily	stment	Recovery period	Met	g} had/ ention	Depre	n) clation iction	Elex sectio co	ited n 179
24	Property used more t	han 50% in a qualifie		e (See	page 6 c	of the ins	tructions	.):							
				6								L			
			9	6											
			9	6						I					
25	Property used 50% o	r less in a qualified b	usiness use (S	ee pag	e 6 of the	e instruc	tions.):		·····	r		,			
			9	4						S/L -		ļ			
	·····		, ,	4					ļ	S/L -		ļ			
			9	4					<u> </u>	S/L -		L			
26	Add amounts in colu														
27	Add amounts in colu	mn (i). Enter the lota								• • • •	• • • • •		. 27		
							n Use o								
	rplete this section for														
	ou provided vehicles to					1		n you i		Ł		1		•	
28	Total business/invest		- }	(i			b) icle 2	1 16	(c) :hicle 3	1	d) icíe 4		e) icle 5	l Vahi	l) cle 6
	• •	ide commuting miles	F	Vehi	CIB 1	ven	ICIO Z	Ve	micie 3	veni	CIE 4	ASIII	Cle 5	Vein	CIE O
		fructions)	(···	 		1		 		<u> </u>	
29	Total commuting mile		ear					1							
30	Total other personal							1		l				ł	
24	Total miles driven du	ring the year	• • • • • • •			_				 					
3,		130						l		İ				ļ	
	, ida iii çə Ed iii dəği.			Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
32	Was the vehicle avai	ilable for personal					1					ļ			
		xurs?				L	<u> </u>	<u></u>		<u> </u>	<u> </u>				
33	Was the vehicle use					1	1	İ		ł		1			
	more than 5% owner	or related person?				·	ļ		 		ļ				
34	Is another vehicle as	ailable for personal										l			
	use?	, , , , , , , , , , , , , , , , , , , 				<u> </u>	<u> </u>	l .		<u> </u>	<u> </u>	<u> </u>	l	<u> </u>	<u> </u>
		Section C - Que													
	swer these question							ction E	3 for vehi	cles use	ed by e	mployee	s who		
аге	not more than 5%	owners or related	persons. Se	e page	e B of th	e instru	ctions.							T V	I No
						_								Yes	No
35	Do you maintain a w														
36	Do your employees?	ritten policy statemen	at that peakin	ile nere	onalue	antvah	iclae avo	· · ·	mmutha i	 Mr vour e	molowse		• -		
30		structions for vehicle	•	•											
37		of vehicles by employe													
38		than five vehicles to													
		les, and retain the info											<i>.</i> .		
39		uirements concernin													<u> </u>
		to 35, 36, 37, 38, or	39 js "Yes," a	la not a	mplete -	Section i	B for the	covere	d vehicles	i				<u></u>	<u> </u>
	Amortizat	lion	 -		τ						· · · · ·		•		
	(2)		(b)			(c)		- 1	(d)		Amorti			(1)	
	Description	of costs	Date amorti begins			Amortiz			Cod secti		perio	od or		ortization this year	IOI
4 5	Amortization of sect	s that begins during			See par-	R ref the	inetrici	iona i-			perce	наув			
40	WHOLESAUGH OF COSE	e mer neams annual.	your zooo lax	year (nee hage	. o or ule	motiuci	.5.13.7.			T	T		, <u>.</u> <u> </u>	
			1					-							
41	Amortization of cost	s that began before 2	2000									41]	L,767
	Total. Add amounts											42			1,767
									-				F	orm 456	

02/20/2001

OF RUBINOUS AND					0									•	
				·	2000 D.	D, eciation					Ì				
Description of Property	NOTTESTION													•	
Denetral Description	Date placed in	Unadjusted	Bus.	exp. reduc.	ITC reduction In basis	Basis for Sal	Salvage	Accumulated depreciation	thod	음을	Life	ACRS (MA Current CRS -yr 179 class expense	Current-year deprectation	≱ ₽
WSU-ESKM/TINE TOLLING	01/01/1995	41.335.	199	1		,335.	-	40,032.	_	ž					1,303.
FOULP- BOSTON-BR	07/01/1995	42,879.	100.			42,879.		41,206.	200DB	£		~		1,	1,673.
EOUTP. NY-MA	07/01/1995	44,587.	100.			44,587.		43,858,	200DB	Ä		2			729.
COMPUTER EQUIPMENT	07/01/1995	1,902.	100.			1,902.		1,792.	200DB	¥		2			110
COMPUTER EQUIPMENT	07/01/1996	1,572.	100.			1,572.		1,301.	2000B	È		2			181.
CONPUTER EQUIPMENT	09/01/1998	953.	100.			953.		430.	200DB	È		-	-		183
BOILT BALT/WASH ANT	11/22/1999	564.	100.	554.					20008	Ä				:	
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Less: Retired Assets															
TOTALS		133,792.		564.		133,228.	1	128, 619.						4,	4,179.
*Assets Retired															
JSA DX8027 1.066								,							
02/20/2001		MCCCCSSZ	m	3-2767067				12	~						

* Assets Retired JSA 0×3026 1.000

INTANGIBUE ACQ COST

INCORPOATION EXP

INCORPORATION EXP

PCC LICENSE

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AMT AMT	GENERAL DEPRECIATION AN	TO AMORTIZATION		į.								
No. Color Asset description	Date Placed in Service		AMT accumulated depreclation	AMT thod	AM 7 conven- tion	Fife Fi	AM 1 depreciation deduction	Regular depreciation deduction	Post-86 depreciation adjustment	Leased pers. prop. preference	real property preference	
Columbia Columbia	EQUIP- BALT/WASH-USM	01/01/1995		30,267.			9.000	5,812.	1,303.	-4,509.		
Control	EQUIP. BOSTON-HR	07/01/1995	42,879.	30,592.	150DB	H	6.000	6,029.	1,673.	-4,356.		
Second Control	EQUIP- NY-NA	07/01/1995	44,587.	31,807.	150DB	È	6.000	6,269.	729.	-5,540.		
EQUIPMENT 02/01/1356 1,573 1,135 1,500 ET 6,000 221 1,901	COMPUTER EQUIPMENT	07/01/1995	1,902.	1,694.	15008	꿆	9.000	208	110.	-98		
NECTOR 11/22/1394 514	COMPUTER EQUIPMENT	9561/10/10	1,572.	1,139.	150DB	ĦŢ	6.000	221.	181.	-40,		
MALFAGGE NAT 11/22/1599 S66 GT GT GT GT GT GT GT GT GT GT GT GT GT	COMPUTER EQUIPMENT	09/01/1998	953.		15008	HY	6.000	156.	183.	27.		
90 Assets	ECUIP- BALT/WASH ANT	11/22/1999	564.			H						
0 Assess												
### ### ##############################						r						
20 Assis												
### ### ##############################												
d Assess												
4 Assets Refried xxxx												
d Assets Settled 135,199, 1303,225.												
69 Assests						T						
96 Assets						-						
20 Assets						-						
26 Assets						-						
9d Assets												
49 Assets												
49 Assets												
6d Assets												
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USA 7275 02/20/2001 23-2767067 MC000534				103,225.				18,695.	4,179.	-14,516.		
23-2767067 MC000534		Assets Retir										
	X275 02/20/20	100		23-2767057	_	MC000	534		ઇ 터			

23-2767067

FORM 1120S, PAGE 1 DETAIL	
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LINE 5 - OTHER INCOME	

SALES TAX DISCOUNTS	121.
CANCELLATION OF INDEBTNESS	22,834.
	22 555
TOTAL	22,955.
LINE 12 - TAXES	
TAXES AND LICENSES EXCLUDING INCOME TAXES	
FRANCHISE AND CAPITAL STOCK TAX	550.
TOTAL	550.
LINE 19 - OTHER DEDUCTIONS	
LINE 19 - OTHER DEDUCTIONS	
AMORTIZATION	1,767.
INSURANCE	1,150.
OFFICE SUPPLIES	747.
POSTAGE AND FEDEX	239.
ACCOUNTING AND PROFESSIONAL SERVICES	14,250.
BANK CHARGES	24.
CORPORATE REGISTRATION	185.
DUES AND MEMBERSHIPS	550.
TELEPHONE	2,692.
ABANDONMENT EXPENSE	2,250.
LEGAL EXPENSE	3,317.
TOTAL	27,171.

MC000535

23-2767067

FORM 1120S, PAGE 2 DETAIL	
	:
SCH A, LINE 5 - OTHER COSTS	
	36,760.
SITE RENT COSTS OTHER DIRECT SITE COSTS (INSURANCE, PHONE ETC)	3,812.
OTHER DIRECT SITE COSTS (INSURANCE, III-III II-II	
TOTAL	40,572.
TANCOUT	
SCH K, LINE 4A - INTEREST INCOME	
FIRST UNION	758.
FIRDI ONION	
TOTAL	758.

MC000536

23-2767067

FORM 1120S, PAGE 4 DETAIL - SCH L

	BEGINNING	ENDING
LINE 6 - OTHER CURRENT ASSETS		
EQUIPMENT PARTS LICENSE OPTION PAYMENTS SECURITY DEPOSITS DUE FROM RELATED ENTITY MISC RECEIVABLE	2,250. 51,200. 600. 400. NONE	NONE 42,000. 600. NONE 877.
TOTAL	54,450.	43,477.
LINE 14 - OTHER ASSETS	242 524	370 550
CONSTRUCTION IN PROGRESS	243,604.	
TOTAL	243,604.	
TIME 17 - MORTGAGES, ETC. PAY < 1 YR		
NOTES PAYABLE- EQUIPMENT	122,783.	78,815.
TOTAL	122,783.	
LINE 18 - OTHER CURRENT LIABILITIES		
SALES TAX PAYABLE	1,100.	898.
TOTAL	1,100.	898.

MC000537

STATEMENT 3

23-2767067

FORM 1120S, PAGE 4 DETAIL

SCH M-2, LINE 3 - OTHER ADDITIONS - AAA

INTEREST INCOME
NET LONG-TERM CAPITAL GAIN

758. 66,844.

EI LONG-IERM CAPITAL GAIN

67,602.

TOTAL

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MC000538

STATEMENT 4

02/20/2001

23-2767067

18

0SPSPR 2.000

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STATEMENT

4

MC000539

02/20/2001

0SPSLN 5.000

SCHEDULE D (FORM 1120S) DETAIL	11 U H H H H H H H H H H	H H H H 11 11 10 10	19 11 11 11 11 11 11 11 11 11 11 11 11 1	0 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	. '
M CAPITAL GAINS AND LO	88 88 88				
1 1 1 1 1 1 1 1 1 1	ATE ACQ		SALES PRICE	COST	GAIN/LOSS
FL 220 MHZ LICENSES	07/01/1995	03/22/2000	130,708.	63,864.	66,
TOTAL					14 14 11 11
			·		

23-2767067

FEDERAL FOOTNOTE:

RECONCILIATION OF ACCUMULATED ADJUSTMENTS ACCOUNT TO RETAINED EARNINGS:

C CORPORATION EARNINGS AND PROFITS - 61,616. ACCUMULATED ADJUSTMENTS ACCOUNT -694,396

BOOK RETAINED EARNINGS -756,012

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MC000540

STATEMENT 6

0SPSPR 2.000 02/20/2001

23-2767067

20

SCHEDULE K-1 ,(Form 1120S)

Shareholder's Share of Income, Credits, Deductions, etc.

OMB. No. 1545-0130

► See separate instructions.

For calendar year 2000 or tax year
, 2000, and ending

2000

artment of the Treasury sel Revenue Service

Snareholder's identifying number

Shareholder's name, address, and ZIP code

beginning

DAVID ELKIN 805 BRYN MAWR AVE NEWTOWN SQUARE, PA 19073-4330

Corporation's Identifying number ► 23-2767067
Corporation's name, address, and ZiP code

, 20

US MOBILCOMM, INC. 805 BRYN MAWR AVE

NEWTOWN SQUARE, PA 19073-4330

Ŧ	ax she	Revenue Service Center where corporation filed its return CT Iter registration number (see instructions for Schedule K-1) pplicable boxes: (1) Final K-1 (2) Amend		· • • • • • • • • • • • • • • • • • • •	<u> </u>
		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
~	1	Ordinary income (loss) from trade or business activities	1	18,793.	See pages 4 and 5 of the
- 1	2	Net income (loss) from rental real estate activities	2		Shareholder's instructions for
1	3	Net income (loss) from other rental activities	3		Schedule K-1 (Form 1120S).
		Portfolio income (loss):			
	а	Interest	4a	569.	Sch. B, Part I, line 1
?		Ordinary dividends	4b		Sch. B, Part II, line 5
ncome (Loss)		Royalties	4c		Sch. E, Part I, line 4
		Net short-term capital gain (loss)	4d		Sch. D, line 5, col. (f)
		Net long-term capital gain (loss):			
<u> </u>	•		48(1)		Sch. D, line 12, ∞l. (g)
			4e(2)	50,133.	Sch. D, line 12, col. (f)
	•	Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable line of your return.)
	•	Other portrolle into inv (inac) (inac)			See Shareholder's Instructions
	5	Net section 1231 gain (loss) (other than due to casualty or theft)	5		for Schedule K-1 (Form 1120S).
	6	Other income (loss) (affach schedule)	6		(Enter on applicable line of your return.)
и	7	Charitable contributions (attach schedule)	7		Sch. A, line 15 or 16
ctions	8	Section 179 expense deduction	8		See page 6 of the Shareholder:
Deductions	9	Deductions related to portfolio income (loss) (attach schedule)	9		Instructions for Schedule K-1 (Form 1120S).
8	10	Other deductions (affach schedule)	1 1		J "
		Interest expense on Investment debts	11a		Form 4952, line 1
Interest	1	(1) Investment income included on lines 4a, 4b, 4c, and 4f above	115(1)	569.	See Shareholder's Instructions
ž		(2) Investment expenses included on line 9 above			for Schedule K-1 (Form 1120S).
-		Credit for alcohol used as fuel	12a		Form 6478, line 10
		Low-income housing credit:			
	"	(1) From section 42(j)(5) partnerships for property placed in			Ĺ
		service before 1990	126(1)		Ŋ
		(2) Other than on line 12b(1) for property placed in service before			[
		1990	125(2)] (
(J)		(3) From section 42(j)(5) partnerships for property placed in			Form 8586, line 5
ਛੱ		service after 1989	t2b{3}]
Credits		(4) Other than on line 12b(3) for property placed in service after		,	[]
_		1989	126(4)		V
	C	Qualified rehabilitation expenditures related to rental real estate			
		activities	12c		1)
	d	Credits (other than credits shown on lines 12b and 12c) related			See page 7 of the Shareholder
		to rental real estate activities	12d		Instructions for Schedule K- (Form 1120S).
	.	Credits related to other rental activities	12e		(FDS) (1200)
	13	Other credits	13		IJ

MC000541

JSA 0C1600 2.600

Sched	ule K-1	(Form 1120S) (2000) SHAREHOLDER#01 DAVID EL	KIN		Page 2
		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
_ F	14a	Depreciation adjustment on property placed in service after 1986	14a	-10,887.	See page 7 of the
tems	b	Adjusted gain or loss	14b		Shareholder's Instructions for
<u>'</u> !	c	Depletion (other than oil and gas)	14c		Schedule K-1 (Form
ફ	d	(1) Gross income from oil, gas, or geothermal properties	140(1)		1120S) and
Adjustn X Prefe	_	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		Instructions for
Adjustn Tax Prefere.	e	Other adjustments and tax preference items (atth sch.)	14e		Form 6251
	15a	Name of foreign country or U.S.			5
		possession Gross income sourced at shareholder level	15b	i]
		Foreign gross income sourced at corporate level:			<u> </u>
	_	(1) Passive	15c(1)		<u> </u>
		(2) Listed categories (attach schedule)	15c(2)] [
		(3) General limitation	15c(3)] [
LO.	a	Deductions allocated and apportioned at shareholder level:			11
Foreign Taxes	<u> </u>	(1) Interest expense	154(1)	,	Form 1116, Part I
Ë		(2) Other	156(2)		1 (
<u> 5</u>	_	Deductions allocated and apportioned at corporate level to foreign			1 [
5	"	source income:			11
ш	1		15+(1	,	11
		(1) Passive (2) Listed categories (attach schedule)	150(2		11
		(3) General limitation			1 [
		Total foreign taxes (check one): ► Paid Accrued	15f		ノ Form 1116, Part #
	<u>'</u>	Reduction in taxes available for credit and gross income from all			See Instructions for
	9	sources (attach schedule)	15g	,	Form 1116
	16	Section 59(e)(2) expenditures: a Type ▶	1		See Shareholder's Instructions
		Amount	16b	,	for Schedule K-1 (Form 1120S).
	17	Tax-exempt interest income	1		Form 1040, line 8b
	18	Other tax-exempt income			J)
	19	Nondeductible expenses			See pages 7 and 8 of the
<u> </u>	20	Property distributions (including cash) other than dividend			Shareholder's Instructions for Schedule K-1 (Form 1120S).
ģ		distributions reported to you on Form 1099-DIV	20	82,000	_
	21	Amount of loan repayments for "Loans From Shareholders"			\mathcal{V}
		Recapture of low-income housing credit:			
	¯¯_a	From section 42(j)(5) partnerships	. 22a		Form 8611, line 8
	, b	Other than on line 22a	· 22t	o l	V
Supplemental Information	23	a life for the provinced to be connected connectely to be	ach sh	areholder (attach additional	schedules if more space is
	1			Scho	edute K-1 (Form 11205) 2000

JSA OC 1610 3.000

SCHED	U	LΕ	K-
(Form	1.	120	120

Shareholder's Share of Income, Credits, Deductions, etc. ► See separate instructions.

For calendar year 2000 or tax year

		ue Service	beginning	, 2000, and endi	ng	, 20		
-,+BI	ehold	er's identifyk	ig number 🕨 💢 💮 💮	Cor	poration's	Identifying number 🕨 2	3-276	7067
Share	eholde	er's name, add	tress, and ZIP code	Cor	poration's	name, address, and ZIP co	de	
JE	e ff i	REY NOR	MAN	U:	S MOBI	LCOMM, INC.		
18	324	STORRS	ROAD	8	05 BRY	N MAWR AVE		
Si	ror)	RS, CT	06268	N	EWTOWN	SQUARE, PA	1907	3-4330
B 1	nterna ax sh	al Revenue So elter registrat	entage of stock ownership for tax yearvice Center where corporation fill the number (see instructions for S	ed its return CII chedule K-1)	NCINNA	TI, OH 45999		
<u>D</u> 0	heck	applicable bo	xes; (1) Final K-1	(2) Amende	ed K-1			
			(a) Pro rata share items		!	(b) Amount		m 1040 filers enter ount in columa (b) on:
	1	Ordinary in	come (luss) from trade or business	activities	1	6,264.	7	> > 5 -4 0 -
	2	-	(loss) from rental real estate activ		2			ges 4 and 5 of the older's Instructions for
	3		(loss) from other rental activities		3			le K-1 (Form 1120S).
İ	4	Portfolio inc	•	1				
_	a				42	189.	Sch. B	, Part I, line 1
N3	ł .		vidends		4b			Part II, line 5
2	l			•	40		i e	Part I, line 4
9	ı		orm capital gain (loss)		40		ì	, line 5, cot. (f)
Ē	l		m capital gain (loss):					, , , ,
Income (Loss)	-	-	egain (loss)		46(1)		Sch. D	, tine 12, col. (g)
			year			16,71 1 .		, line 12, col. (f)
	f f		olio income (loss) (attach schedule,	1	4f			plicable line of your return.)
		•	, , , , , , , , , , , , , , , , , , , ,			, , , , , , , , , , , , , , , , , , ,		areholder's Instructions
	5	Net section	1231 gain (loss) (other than due	to casualty or theft)	5			edule K-1 (Form 1120S).
1	6		ne (loss) (attach schedule)	* ' ' ' ' '	6			plicable line of your return.)
2	7		contributions (attach schedule)		7			A, line 15 or 16
ξio	8		expense deduction					e 6 of the Shareholder's
Deductions	9		related to portfolio income (loss) (L L	9		> Instruct	ions for Schedule K-1
ě	10		ctions (attach schedule)	' ' ' ' F	10		form 1	11205).
Ĕ	11a		ense on Investment debts		11a		Form 4	1952, line 1
arte la	•		nent income included on lines 4a,	5	116(1)	189.	1	areholder's Instructions
Invastment Interest			ent expenses included on line 9 a		116(2)		for Sch	edule K-1 (Form 11205).
	12a		Icohol used as fuel		12a		Form 6478, line 10	
	1		a housing credit:					•
		(1) From s	ection 42(j)(5) partnerships for pr	operty placed in				
		service	before 1990		126(1)		Ŋ	
	1	(2) Other t	han on line 12b(1) for property pl	aced in service before				
		1990		<i>. .</i>	126(2)		l l	
₹		(3) From s	ection 42(j)(5) partnerships for pr	operty placed in			Form	3586, line 5
		service	after 1989		126(3)			
Š	1	(4) Other t	hen on line 12b(3) for property pl	aced in service after	Ì	Ť.	1	
					126(4)		Y	
	C	Qualified re	habilitation expenditures related t	to rental real estate	1		Ļ	
			• • • • • • • • • • • • • • • • • • • •		12c			
	d	•	er than credits shown on lines 12	'				ge 7 of the Shareholder's
			af estate activities		12d		Instruct (Form	ions for Schedule K-1 (120S).
	. •	Credits rela	ited to other rental activities . , .	• • • • • • • • • • • • • • • • • • •	12e			•
				l l				

JSA 001600 2.000

02/20/2001

or Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

MC000543

23-2767067

Schedule K-1 (Form 1120S) 2000

Sche	iule K-	1 (Form 1120S) (2000) SHAREHOLDER#02 JEFFREY	NORM	AN	Page 2
		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
and Rems		Depreciation adjustment on property placed in service after 1986	14a	-3,629.	See page 7 of the
e Ren	b	Adjusted gain or loss	14b		Shareholder's
9	٥	Depletion (other than oil and gas)	14c		Instructions for Schedule K-1 (Form
교호	đ	(1) Gross income from oil, gas, or geothermal properties	144(1)		1120S) and
Adjust Tax Prefe		(2) Deductions allocable to oil, gas, or geothermal properties	144(2)		Instructions for
4 kg		Other adjustments and tax preference items (atth sch.)	14e		Form 6251
		Name of foreign country or U.S. possession Gross income sourced at shareholder level	15b)
	C	Foreign gross income sourced at corporate level:	1		
		(1) Passive	15 = (1)		
		(2) Listed categories (attach schedule)	15c(2)		
		(3) General limitation	15c(3)		
88	d	Deductions allocated and apportioned at shareholder level:			
ĕ	1	(1) Interest expense	154(1)		Form 1116, Part I
Ē	i	(2) Other	154(2)		· ·
3	e	Deductions allocated and apportioned at corporate level to foreign			
Foreign Taxes		source income:	1		
_		(1) Passive	15e(1)		
		(2) Listed categories (attach schedule)	15+(2)		i
		(3) General limitation	15+(3)		
		Total foreign taxes (check one): ▶ Paid Accrued		***************************************	Form 1116, Part II
		Reduction in taxes available for credit and gross income from all			•
	8	sources (attach schedule)	15g		See Instructions for Form 1115
	16	Section 59(e)(2) expenditures: a Type ▶	1,29		0 - 0 - 1 - 1 - 1 - 1 - 1
		Amount	165		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
					Form 1040 Ess 0h
	17	Tax-exempt interest income	17		Form 1040, line 8b
	18	Other tax-exempt income	18		
	19	Nondeductible expenses	19	 ,	See pages 7 and 8 of the Shareholder's instructions for
ó	20	Property distributions (including cash) other than dividend			Schedule K-1 (Form 1120S).
	۱.,	distributions reported to you on Form 1099-DIV	20	NONE	}
	21	Amount of loan repayments for "Loans From Shareholders"	21		
	22	•	1		
		From section 42(j)(5) partnerships			Form 8611, line 8
		Other than on line 22a · · · · · · · · · · · · · · · · · ·			<i></i>
	23	Supplemental information required to be reported separately to eaneeded):		iolider (attach additional s	inedulus II more space is
_					
亨					
Ē					
ξ	1				
=	į .			···-	
퉏					
Ē					
Supplemental Information				•	
Sal					
			<u>-</u>		

Schedule K-1 (Form 1120S) 2000

02/20/2001

U.S. Income Tax Return for an S Corporation

Do not file this form unless the corporation has timely filed

Form 2553 to elect to an S corporation.

See separate instructions

OMB No. 1545-0130 2001

			See separate instructions.		<u> </u>
•	calend	lar year 200	01, or tax year beginning , 2001, and ending		
	лесtive de s an S сод	ete of election	Name		C Employer identification
•	o an o cur	por allon	US MOBILCOMM, INC.		23-2767067
04	1/04	/1994	Number, street, and room or suite no. (If a P.O. box, see page 11 of the instructions.)		D Date incorporated
	Rusiness co see pages		805 BRYN MAWR AVE		04/04/1994
•	are bedea	XE-01/	City or town, state, and ZIP code		E Total assets (see page 11)
	513	000	NEWTOWN SQUARE, PA 19073-	4330	
F		applicable b		e chan	ge (5) Amended retu
		• •	nareholders in the corporation at end of the tax year	s Cilair	ae (⊲) [_] Wujejideg tetri
Cat	ition: In	clude only	rade or business income and expenses on lines 1a through 21. See page 11 of the instruction	for mo	* * * * * * * * * * * * * * * * * * *
	1 a Gr	ross receipts	40 400 1		· · · · · · · · · · · · · · · · · · ·
-	2 C	sames instruction	s sold (Schedule A, line 8)	1 <u>c</u>	49,473
all collie					20,219
3				. 3	29,254
3	- IV	et gam (ros	s) from Form 4797, Part II, line 18 (attach Form 4797)	. 4	
1	5 0	ruer Income	(loss) (attach schedule)	. 5	15
┨	6 T	otal income	(loss). Combine lines 3 through 5	▶ 6	29,269
	7 G	ompensatio	on of officers	. 7	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
١	8 S	alaries and	wages (less employment credits)	. 8	
ŀ	9 R	epairs and	maintenance	9	
I	10 B	ad debts ,		10	
I	11 R	ents		11	
I	12 Ta	axes and lic	enses SEE STATEMENT 1	12	4,260
ı	13 In	iterest		13	
I	14 a D	epreciation	(if required, attach Form 4562)		
I			claimed on Schedule A and elsewhere on return		
l			14b from line 14a	140	200
	15 D	epletion (De	o not deduct oil and gas depletion.)	1 2	200
۱		-11:- ·			
ı		-	iil.shanna etc nians	. 16	
l	18 E	molovoa ba	it-sharing, etc., plans	. 17	
ł	19 O	ther deduce	nefit programs	. 18	
ł			ions (attach schedule)		105,061
ŀ	20 10	aun uenuci	ions. Add the amounts shown in the far right column for lines 7 through 19 $\dots \dots$	20	109,521
I	21 0	rdinas is s	and the African had a first of the second of		
+			ome (loss) from trade or business activities. Subtract line 20 from line 6	· 21	-80,252
I			s net passive income tax (attach schedule)		
Ī	10 I I	ax from Sci	edule D (Form 1120S) 22b	┙!	
ľ			a and 22b (see page 16 of the instructions for additional taxes) , ,	- 22c	
			2001 estimated tax payments and amount applied from 2000 return 23a	_	
			d with Form 7004		
			derail tax paid on fuels (attach Form 4136)	_	
			a through 23c · · · · · · · · · · · · · · · · · · ·	· 23d	
l	24 Es	stimated ta:	c penalty. Check if Form 2220 is attached	24	
	25 Ta	ax due, if the	e total of lines 22c and 24 is larger than line 23d, enter amount owed. See page	1	
l	4 -	of the instr	uctions for depository method of payment	▶ 25	
l	26 O1	Yerpaymen	t. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid	▶ 26	
	27 Er	nter amoun	t of line 26 you want: Credited to 2002 estimated tax	> 27	
	1 .	Under penaltik	is of perjury. I declare that I have examined this return, including accompanying schedules and statement	s, and t	o the best of my knowledge
		anci (Çene), ji 10	true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has a	ny kinowied	ge
an	1				May the RS discuss this return with the preparer shown below
er e	`				(see page 3)? X Yes No
_	Sign	gnature of of	icer - Date Title		
		Preparer's	Date Ch	eck if selt	Preparer's SSN or PTIN
ı	d	signature	em		
	- parer's				L_II
.6	•	Firm's na	ne (or yours	_ EIN	
	• Onlv		туры, Г	1	
	Only	if self-emp	nd 2IP code		ne no.

MC000546

Forn	1120	IS (2001) US MOBILCOMM, INC.	2	<u>3-2767067</u>	Page 2
		Cost of Goods Sold (see page 16 of the instructions)			
, 1	Inver	ntory at beginning of year	1		
2	Purc	hases	2		<u>-</u>
	Cost	of labor	3		
4	Addi	tional section 263A costs (aftach schedule)	4		
5		er costs (attach schedule) SEE, STATEMENT, 2,	5	2	0,219.
6		I. Add lines 1 through 5	6		0,219.
7		nfory at end of year	7		v.1.— <u>— v.</u> 1
8	Cost	of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	2	0,219.
		ck all methods used for valuing closing inventory:		2	<u> </u>
Ja	(1)	Cost as described in Regulations section 1.471-3			
	· ' -	Lower of cost or market as described in Regulations section 1.471-4			
	(ii)				
	(iii) [Other (specify method used and attach explanation)			<u></u>
ь		k if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c)			
C		ck if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form	1970,	/ · · · · · · · · · · · · · · · · · · ·	
d		ELIFO inventory method was used for this tax year, enter percentage (or amounts) of closing	ادما	·	
		ntory computed under LIFO	94	1	
6		he rules of section 263A (for property produced or acquired for resale) apply to the corporation			s X No
f		there any change in determining quantities, cost, or valuations between opening and closing in	ivento	ry? Ye	s No
	If "Y	es, " attach explanation.			
		Other Information			
				ļ	Yes No
1	Chec	x method of accounting: (a) X Cash (b) Accrual (c) Other (specify) ▶			
2		er to the list on pages 29 through 31 of the instructions and state the corporation's principal:			
	(a) B	usiness activity ► TWO WAY RADIO (b) Product or service ► SERVICE			
3	Did '	the corporation at the end of the tax year own, directly or indirectly, 50% or more of the voting	stock	of a domestic	
		oration? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) r			
		loyer identification number and (b) percentage owned.			<u>X</u>
		the corporation a member of a controlled group subject to the provisions of section 1561?			X_
<i>ં</i>	Che	ck this box if the corporation has filed or is required to file Form 8264, Application for Registrati	on of	a Tax	
	She	lter		🏲	
6		ck this box if the corporation issued publicly offered debt instruments with original issue discou			
	If so	, the corporation may have to file Form 8281, Information Return for Publicly Offered Origi	nal is	sue Discount	
		ruments.			
7		e corporation: (a) filed its election to be an S corporation after 1986, (b) was a C corporation I			
		in S corporation or the corporation acquired an asset with a basis determined by reference			
	basi	s of any other property) in the hands of a C corporation, and (c) has net unrealized built-in gain	(defir	ed in section	
	137	4(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized t	uilt-in	gain reduced	
		et recognized built-in gain from prior years (see page 17 of the instructions) . > \$			
8		ck this box if the corporation had accumulated earnings and profits at the close of	the t	ax year (<u>see</u>	
	pag	e 17 of the instructions)		▶	
No	e: //	the corporation had assets or operated a business in a foreign country or U.S. possession	, it m	ay be required t	to attach
SCI	eduk	B N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for detail	15.		
		Shareholders' Shares of Income, Credits, Deductions, etc.		(b) Total amor	unt
	<u> </u>	(a) Pro rata share items	1	,	0,252.
	1	Ordinary income (loss) from trade or business activities (page 1, line 21) Net income (loss) from rental real estate activities (ettach Form 8825)	2	- 0	V, 636.
	2	Gross income from other rental activities 3a	Ť		
	3a			}	
_	b	Expenses from other rental activities (attach schedule) Net income (loss) from other rental activities. Subtract line 3b from line 3a	3 c		
25.5	1 6		-		
ncome (Loss)	" _	Portfolio income (loss): Interest Income	4a		2,084
E E	"	• • • • • • • • • • • • • • • • • • • •	4b		_,
5	"	Ordinary dividends Revetty income	4c		
트	ا ا	Royalty income Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	40		
	a	(1) Net long-term capital gain (loss) (attach Schedule D (Form 11203)):	4e(1)	41	6,002
	e			71	U, UUZ,
	f	Other portfolio ingorno floco) (ottoch cohodula)	4f	 	
	5	Net section 1231 gain (loss) (other than due to casualty or thefl) (attach Form 4797)	5	_1	7,593.
	6	Other income (loss) (attach schedule)	6		<u> </u>
JSA		- frank franch		Form 112	20\$ (2001)

orm 11	20\$ (20	O1) US MOBILCOMM, INC. Shareholders' Shares of Income, Credits, Deductions, etc. (continued)	2	3-2767067 Page 3
		(a) Pro rata share items		(b) Total amount
#	7	Charitable contributions (attach schedule)	7	
Suom		Section 179 expense deduction (attach Form 4562)	В	
Dean			9	,
ă	9	Deductions related to portfolio income (loss) (iternize)	10	
	10	Other deductions (attach schedule)	10	
nvestment interest		t to at any and a layer throat debte	11a	
5:		Interest expense on Investment debts	11b(1)	2,084.
2.5	Đ	(1) Investment income included on lines 4a, 4b, 4c, and 4f above		2,004.
<u> </u>	44-	(2) Investment expenses included on line 9 above		
		Credit for alcohol used as a fuel (attach Form 6478)	12a	
		Low-income housing credit:	l	
		(1) From partnerships to which section 42(j)(5) applies		
Credits		(2) Other than on line 12b(1)	12b(2)	
ဦ i		Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c	· · · ·
i	d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e	Credits related to other rental activities	120	
	13	Other credits	13	
ž	142	Depreciation adjustment on property placed in service after 1986	14a	-7,693
Adjustments and Tax Preference items	ь	Adjusted gain or loss	14b	**************************************
# E	c	Depletion (other than oil and gas)	146	
5 E	đ	(1) Gross income from oil, gas, or geothermal properties	14d(1)	
2 2		(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
\$	e	Other adjustments and tax preference items (attach schedule)	140	
		Name of foreign country or U.S. possession		
		Gross income from all sources	15b	
		Gross income sourced at shareholder level	15c	
	_	Foreign gross income sourced at corporate level:		
	"	(1) Passive	15d(1)	•
	ŀ	(2) Listed categories (attach schedule)	15d(2)	
		(3) General limitation	15d(3)	
ž		Deductions allocated and apportioned at shareholder level:		
Foreign Taxes		(1) Interest expense	15e(1)	
9]		15e(2)	
ē	١.	Deductions allocated and apportioned at corporate level to foreign source income:	133,27)
	'		159/11	
		(1) Passive	15f(2)	
		(2) Listed categories (attach schedule)		
	1	(3) General limitation	15g	
	9		15h	
	<u> </u>	Reduction in taxes available for credit (attach schedule)	1	
	16	Section 59(e)(2) expenditures: a Type ▶b Amount ▶	16b	·····
	17	Tax-exempt interest income	18	
	18	Other tax-exempt income	19	82
-	15	Nondeductible expenses	20	02
Other	20	Total property distributions (including cash) other than dividends reported on line 22 below	20	
0	21	Other items and amounts required to be reported separately to shareholders (attach		
		schedule)	22	1
	22	Total dividend distributions paid from accumulated earnings and profits	- 44	
	23	Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1		320 241
	1	through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15g, and 16b.	23	320,241

Form 1120S (2001)

MC000547

					N	/IC00054		
Form		ILCOMM, INC.				,		3-2767067 Page 4
	Balance Sheets per Books		inning	of tax ye				of lax year
	Assets	(a)			(b)		(c)	(d)
1	ish				37,682	2.		6,570.
2	.de notes and accounts receivable					ļ		-1
ь	Less allowance for bad debts						······································	
3	Inventories							
4	U.S. Government obligations							
5	Tax-exempt securities							
6	Other ourrent assets (attach schedule)	STMT 4			43,47			14,400.
7	Loans to shareholders , , , .				20,50	0.		NONE
8	Mortgage and real estate loans					_		
9	Other investments (#tlach schedule)							
10 a	Buildings and other depreciable assets	133,7				_	90,913	
þ	Less accumulated depreciation	133,3	61.		430	0.	90,683	230.
11 a	Depletable assets					ļ		_}
	Less accumulated depletion							<u> </u>
12	Land (net of any amortization)					_		
13 a	Intangible assets (amortizable only)	28,5					28,500	1
b	Less accumulated amortization	13,4	01.		15,099		15,168	
14	Other assets (attach schedule)	STMT 4			179,558			45,455.
15	Total assets				296,746	6.		79,987.
	Liabilities and Shareholders' Equity					İ		
16	Accounts payable					_		
17	Mortgages, notes, bonds payable in less than 1 year	STMT 4			78,81			NONE
18	Other current liabilities (atlach schedule)	STMT 4			898	8.		395.
19	Loans from shareholders							
20	Mortgages, notes, bonds payable in 1 year or more							
3.1	Other liabilities (attach schedule)					_		
-:	pital stock					5.		5.
23	Additional paid-in capital				973,038			515,438.
24	Retained earnings				-756,010	0.		-435,851.
25	Adjustments to shareholders' equity (atlach schedule)							
26	Less cost of treasury stock Total flabilities and shareholders'	}		<u> </u>		4		(
27		49 # 9 40			296,746			79,987.
	Reconcilia	ition of Income (Li is schedule if the total	055)	per B	OOKS WHIB INC	ome (Li	oss) per Keturn	(You are not required to
								
1	Net income (loss) per books		20,	159.			s this year not included	⁴
2	Income included on Schedule K, lines	1			1		rough 6 (itemize):	
	through 6, not recorded on books this	}			a rax-exempt intere	esi		
	year (ilemize):							
_					6 Deductions inc		•	
3	Expenses recorded on books this year	l l			against book in		16b, not charged	1
	Included on Schedule K, lines 1 throu 11s, 15g, and 16b (itemize):				, ,		year (itemize).	
_	Depreciation				i			
h	Travel and entertainment			82.				
_					7 Add lines 5 and 6			
					s Income (loss) (
4	Add lines 1 through 3		20,	241.				320,241.
	Analysis	of Accumulated A	\djus	tment	s Account, Ot	ther Adj	ustments Accou	unt, and Shareholders'
	Undistrib	uted Taxable Inco	me F	revio	usly Taxed (se	ee page	27 of the instruction	ons)
					cumulated	(b) C	ther adjustments	(c) Shareholders' undistributed
				edjustn	nents account		account	taxable income previously taxed
1	Ralance at beginning of tax year				-694,396.			
	rdinary income from page 1, line 21	·						
3	Other additions SEE.		<u></u>		418,086.			
4	Loss from page 1, line 21		1		80,252)			
5	Other reductions SEE.		(17,675)	1)	
6	Combine lines 1 through 5		<u></u>		-374,237.			
7	Distributions other than dividend dist		-		384 005	· · · · -		
6 101	Balance at end of tax year. Subtract	line 7 from line 6	<u>L</u> _		-374,237.	L	22 0865065	From 11205 (2001)

SCHEDULE D (Form 1120S)

Capital Gains and Losses and Built-In Gains

► Attach to Form 1120S.

OMB No. 1545-0130

Department of the Treasury

ne

► See separate instructions.

Employer identification number

US	MOBILCOMM, INC Short-Term Cap	ital Gaine a	nd Losses	- Assets He	ld One Ye	ar n	r Less	2 2	767067	
	(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost o other basi (see instructi	r 5	(f) Gain or (k ((d) minus (
1	di 2 00./	(mai, day, jii)			\					
•										
_								$\neg \neg$		
	Short-term capital gain fro	m installment	sales from For	m 6252, line 2	6 or 37	2				
2 .	Short-term capital gain or	(loce) from like	kind evehenn	es from Form 8	R24	3	· · · ·			
	Combine lines 1 through 3					4				
-	Tax on short-term capital (rni culumin (r) naja inaludad s	n line 33 hela			5	i	3		
5	rax on snort-term capital ga Net short-term capital ga	gam ilicioded t	mbina linas 4 :	and & Enter he	ere and on	<u> </u>	· · · · · · · · · · · · · · · · · · ·			
b	Net snort-term capital ga Form 1120S, Schedule K,	m or (loss). Co	mone ines 4	and J. Linter in		6	Ì			
	Long-Term Ca	mital Cains	and Lossos	- Accore He	Id More 1		One Year			
L	(a) Description of property	(b) Dale		- Maaeta III	(a) Cost o	Y THEAT			(g) 28% rate gain	
	(Example, 100 shares	acquired	(c) Date sold (mo., day, yr.)	(d) Sales price	other basi	3	(f) Gain or (((d) minus		or (loss)	
	of "Z" Co.)	(mo., day, yr.)	(110., 00), j)	 	(see instructi	опѕ)			*(see instr. below)	
7 5	SEE STATEMENT 6						416	5,002.		
				ļ						
				<u> </u>						
				<u> </u>	<u> </u>	т":				
8	Long-term capital gain fr	om installment	sales from Fo	rm 6252, line :	26 or 37	8				
9	Long-term capital gain o	r (loss) from lik	e-kind exchan	ges from Form	8824	9				
٦	Capital gain distributions					10				
. 1	Combine lines 7 through	10 in column (f)			11	410	6,002.		
12	Tax on long-term capital					12	<u> </u>	<i>}</i>	1	
13	Combine lines 7 through	12 in column (g). Enter here	and on Form 1	11205,	1				
	Schedule K, line 4e(2) or	6				13				
14	Net long-term capital ga	in or (loss). Co	mbine lines 11	and 12 in col	umn (f).	1				
	Enter here and on Form	1120S, Sched	ule K, line 4e(1) or 6		14		6,002.		
* 28	% rate gain or (loss) inclu	des all "collect	ibles gains and	l losses" (as d	elined in the	instr	uctions).			
	Capital Gains	Tax (See in	structions b	efore compl	eting this	parl	l.)			
15	Enter section 1231 gain	from Form 479	97, line 9					15		
16	Net long-term capital gal	in or (loss). Co	mbine lines 11	and 15				16		
	Note: If the corporation is li	able for the exces	s net passive inc	ome tax (Form 1	120S, page 1	, line	22a) or			
	the built-in gains tax (Port I	V below), see the	line 17 instruction	ins before comple	eting line 17.			-		
17	Net capital gain. Enter ex					capita	loss (line 4)	17		
18	Statutory minimum							18	\$25,000	
19	Subtract line 18 from lin							19		
20	Enter 34% of line 19							1		
21	Taxable income (attach	computation sc	:hedule)						<u></u> _	
22	Enter tax on line 21 amo	unt (attach coi	mputation sche	edule)				22		
23	Net capital gain from su	bstituted basis	property (atta-	ch computation	schedule)			. 23		
24	Enter 35% of line 23							24		
25	Tax. Enter the smallest							• • • 25		
	Built-In Gains								·····	-
26	Excess of recognized bu									-
27	Taxable income (attach	computation so	chedule)					27		-
28	Net recognized built-in g	ain. Enter sma	illest of line 26	, line 27, or lin	e 7 of Sched	lule B)	28		-
9	Section 1374(b)(2) dedu	uction						29		-
30	Subtract line 29 from lin	e 28. If zero or	less, enter -0	here and on li	ne 33			30		-
31	Enter 35% of line 30				<i></i>			31		-
32	Business credit and minim	um tax credit car	ryforwards und	er section 1374(b)(3) from C \propto	rpora	tion years	32	1	-
-33	Tax. Subtract line 32 from	line 31 (if zero	or less, enter -0-1	Enter here and	on Form 1120	S, pa	ge 1, line 22b	33	<u> </u>	

MC000550

OMB No. 1545-0172

Identifying number 23 - 2767067 23 - 2767067 23 - 2767067	Form 4562 Department of the Treasury	► See s	Deprecia (Including In separate instructi	ation and Ame formation on List	ted Prope	on erty) to your return.	•	2001 Attachment Sequence No. 67
SAMPLICOME, INC. 23-2767067	Internal Revenue Service (99)		- Parate and a					
Segment Segm		ar C	•					23-2767067
Election To Expense Cortain Tangible Property Under Section 179 Note: If you have any "Risted property," complete Part V hestone you complete Part I. Maximum dollar limitation. It an enterprise zone business, see page 2 of the instructions								
Election To Exponse Cortain Targible Property Under Section 179 Note: If you have any "fisted property," complete Part V before you complete Part I	=		NOTTENTION					
Note: If you have any "Risted property," complete Part V before you complete Part I. 1 Maximum dols limitation. If an enterprise zone business, sce page 2 of the instructions	Floation To	Evnense Certa	in Tanoible P	roperty Under Secti	on 179		•	
1 Maximum dollar limitation. If an enterprise zone business, see page 2 of the instructions	Note: If you	i have any "listed	d property." co	mplete Part V before	e you com	plete Part I.		
2 Total cost of section 179 properly placed in service (see page 2 of the instructions). 2 Threshold cost of section 179 properly before modulation in Initiation. 3 Threshold cost of section 179 properly before modulation in Initiation. 4 Reduction in Illimitation. Subtract line 3 from line 2. If zero or less, enter -0 It manifed filling separately, see page 2 of the instructions. (p) Description of property (p) Cost (business use conty) 1 Listed property. Enter amount from line 2? 7 Listed property. Enter amount from line 2? 7 Listed property. Enter amount from line 2? 8 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction. Enter the smaller of line 5 or line 6. 9 Initiative deduction of deduction of 2002. Add lines 9 and 10, but con lot enter more films line 11. 12 Section 179 experse deduction. Add lines 9 and 10, but con lot enter more films line 11. 13 Carryover of disallowed deduction to 2002. Add lines 9 and 10, less line 12. 14 If you are making the election for Assets Placed in Service Only Durling Your 2001 Tax Yoar (Do not include listed property). Section B - General Asset Account Election 14 If you are making the election under section 186(l)(4) to group any suses placed in service during the tax year into one or more general asset accounts, check this box. See page 3 of the instructions.) 15 3-year property 16 () Chassification of property 17 () Chasse information (Do not include listed property.) (See instructions) 18 () (In the property in t	1 Maximum dollar limit	etion If an enterprise	e zone business.	see page 2 of the instructi	ons		1	
3 Threshold cost of section 179 property before reduction is infinitation. 3 4 Reduction in limitation for tax year, Subtract line 4 from line 1, if zero or less, enter -0 - 1 Dollar trimitation for tax year, Subtract line 4 from line 1, if zero or less, enter -0 - 1 Dollar trimitation for tax year, Subtract line 4 from line 1, if zero or less, enter -0 - 1 (a) Description of property (b) Cost (business use-origh) (b) Description of property (b) Cost (business use-origh) Reduction	2 Total cost of section	179 property placed	in service (see pa	ge 2 of the instructions).			2	
Reduction in limitation. Subtract line 3 from line 1. If zero or less, enter -0	2 Throebold cost of se	ction 179 property be	efore reduction in	limitation			3	
5 Dollar limitation for tax year. Subtract live 4 from line 1. If zero or less, enlar-0. It married filing separately, see page 2 of the instructions. (c) Cast (business use only) (c) Flocked cost (d) Cast (business use only) (c) Flocked cost (e) Clast discreted cost of section 179 property. Add amounts in column (c), lines 6 and 7	A Reduction in limitation	n Subtract line 3 fro	m line 2. If zero or	less, enter -0			4	
filing separately, see page 2 of the instructions (e) Description of property (e) Description of property (e) Description of property (e) Elected coast (e) Description of property (e) Elected dest (e) Elected coast								
(c) Exected cost Secretary	5 Dollar Himnation for the	ax year. Subtract into nana 2 of the instatc	tions	20 th 1200; thinks			5	
7 Listed property. Enter amount from line 27 8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	triing separately, see							
Total elected cost of section 176 property. Add amounts in column (e), lines 6 and 7	<u> </u>	(a) Description of pro	pery	(2)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
1 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 8 9	D					 	*****	1
1 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 8 9		a amount from the O'	7	,	7	1		1
9 Initialize deduction. Enter the smaller of lins 5 or line 8. 10 Carryover of disallowed doduction from 2000 (see page 3 of the instructions). 11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions). 11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions). 11	7 Listed property. Ente	amount from line 24	· · · · · · · · · · · · · · · · · · ·	column (c) lines 6 and 7	, · <u>L'</u>	1	B	1
10 Carryover of disallowed deduction from 2000 (see page 3 of the instructions). 11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions). 12 Section 17 expense deduction. Add lines 9 and 10, less line 12	8 Total elected cost of	section 179 property	y. Aug amounts if	roconni (e), mes o and r			9	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see Instructions).	9 Tentative deduction.	Enter the smaller of	inesorines.		.		10	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11. 12 13 Carryover of disallowed deduction to 2002. Add lines 9 and 10, less line 12. 13	10 Carryover of disallov	ved deduction from 2	2000 (see page 3	y me insubcaous).		a Instructions	11	
13 Carryover of disallowed deduction to 2002. Add lines 9 and 10, less line 12	11 Business income lim	itation. Enter the sm	nalier of business i	ncome (not less than zero) UI HIBE 27 (SC	B KISUDCHONS)	42	
Note: Do not use Part II for Part III below for Isted property (automobiles, certain other vehicles, cellular telephones, vertain computers, or property used for entertainment, recreation, or amusemant). Instead, use Part V for its isted property. MACRS Depreciation for Assets Placed in Service Only During Your 2001 Tax Year (Do not including the lection for Assets Placed in Service Only During Your 2001 Tax Year (Do not including the lection for Assets Placed in Service Only During Your 2001 Tax Year (Do not including the lection under section 168(I)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check this box. See page 3 of the instructions. Section B - General Depreciation System (GBS) (See page 3 of the instructions.) (a) Classification of property (b) Classification of property (c) Convention (Do Depreciation System (Date of the instructions) (b) Convention (Do Depreciation System (Date of the instructions) (b) Convention (Do Depreciation System (ADS) (See page 5 of the instructions.) 15a Classifie b) 12-year Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001. 18 Property subject to section 188(I)(1) election. 20 Listed property. Enter amount from line 28. 18 Usted property. Enter amount from line 28. 20 Listed property. Enter amount from line 28. 21 Usted property. Enter amount from line 28. 22 Listed property. Enter amount from line 28.	12 Section 179 expense	a deduction. Add line	s 9 and 10, but c	o not enter more than iin	e 11	T		\
MACRS Depreciation for Assets Placed in Service Only During Your 2001 Tax Year (Do not including the dection under section 168(I)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check this box. See page 3 of the instructions. Section B - General Depreciation System (GDS) (See page 3 of the instructions.) (a) Classification of property (a) (D) Month and year placed in (b) Month and year property (a) Convention (i) Method (g) Depreciation deduction (i) Method (g) Depreciation deduction (i) Method (g) Depreciation (g) Depreciation (g) Convention (ii) Method (g) Depreciation (ii) Method (g) Depreciation (ii) Method (g) Depreciation (g) And Month and year property (g) Convention (g) And Month and year placed in service in tax years beginning before 2001	13 Carryover of disallov	ved deduction to 200	2. Add lines 9 an	d 10, less line 12				L
MACRS Depreciation for Assets Placed in Service Only During Your 2001 Tax Year (Do not included itself property.) Section A - General Asset Account Election	Note: Do not use Part II o	r Part III below for list	ed property (autor	nobiles, certain other veni	cies, cenular	ielepriories, or lichad proporty		
(a) Classification of property (b) Month and year placed in service (c) Basis for depreciation (business/measurement use only - see instructions) (d) Recovery period (e) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (e) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (f) Method (g) Depreciation deduction (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (g) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (g) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (g) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (g) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (g) Convention (f) Method (g) Depreciation deduction service in tax years beginning before 2001. (g) Convention (f) Method (g) Depreciation deduction service in tax years beginning on page 5.	14 If you are making the or more general ass	et accounts, check t	this box. See page	3 of the instructions			<u></u>	,. . ►
(a) Classification of property year placed in service service 15a 3-year property b 5-year property c 7-year property d 10-year property e 15-year property e 15-year property f 20-year property f 20-year property h Residential rental property 1 Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) 16a Classifie b 12-year C 40-year C 40-year Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001 18 Property subject to section 168(f)(1) election Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26 Listed property. Enter a		Section B - Ge		(G) Proje for doministics	L	CO OI UIG BIS		′ † ····
b 5-year property c 7-year property d 10-year property e 15-year property f 20-year property f 20-year property g 25-year property h Residential rental property l 27.5 yrs. S/L property l 27.5 yrs. MM S/L l Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Solution C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) S/L Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) TO GDS and ADS deductions for assets placed in service in tax years beginning before 2001	(a) Classification (of property	year placed in	(business/investment use		(a) Convention	(f) Method	(g) Depreciation deduction
c 7-year property d 10-year property e 15-year property f 20-year property f 20-year property g 25-year property h Residential rental property l Property g 25-year p	15a 3-year properly							
d 10-year property e 15-year property f 20-year property g 25-year property h Residential rental property i Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) 16a Class life b 12-year c 40-year Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001 18 Property subject to section 168(f)(1) election 19 ACRS and other depreciation 19 Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26 21 Total. Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter	b 5-year property						ļ. 	
e 15-year property f 20-year property g 25-year property h Residential rental property i Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Solution Sylution Sylvin	c 7-year property							
f 20-year property g 25-year property h Residential rental property f Nonresidential real pro	d 10-year property						<u></u>	
g 25-year property h Residential rental property 27.5 yrs. MM S/L 27.5 yrs. MM S/L 1 Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) 16a Class life b 12-year 12 yrs. S/L 12 yrs. S/L Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001. 17 20 18 Property subject to section 168(f)(1) election 18 19 ACRS and other depreciation . 19 Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26 21 Total, Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter	e 15-year property						<u> </u>	
h Residential rental property 27.5 yrs. MM S/L 27.5 yrs. MM S/L 27.5 yrs. MM S/L 39 yrs. MM S/L 39 yrs. MM S/L 39 yrs. MM S/L 40 yrs. MM S/L 40 yrs. MM S/L 57.5 yrs. MM S/L 57.	f 20-year property							<u> </u>
h Residential rental property I Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) S/L 16a Class life 12 yrs. S/L 12 yrs. MM S/L S/L 12 yrs. MM S/L Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001. 18 Property subject to section 168(f)(1) election . 19 ACRS and other depreciation . Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26 . 20 21 Total, Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter	g 25-year property							
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I Nonresidential real property Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) 16a Class life b 12-year c 40-year Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001. 18 Property subject to section 168(f)(1) election. 19 ACRS and other depreciation. Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26. 21 Total, Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter				ļ	 			<u> </u>
Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.) 16a Class life	i Nonresidential real	ı L			39 yrs.		į	
S/L		į.		L	 DO\ (C = =			one)
b 12-year c 40-year C 40-year Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001		Section C - A	Iternative Dep	reciation System (/	ns) (266	page 5 or the		T
c 40-year C 40-year Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001	16a Class life				 	 		
Other Depreciation (Do not include listed property.) (See instructions beginning on page 5.) 17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001	b 12-уеаг					1,11		
17 GDS and ADS deductions for assets placed in service in tax years beginning before 2001. 17 20 18 Property subject to section 168(f)(1) election 18 19 19 ACRS and other depreciation 19 Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26 20 20 Total, Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter	c 40-year	1-11 (0:	et include list	d property \ /See in				
18 Property subject to section 168(f)(1) election	Other De	preciation (Do n	or include list	ter more basinains hafer	2001	oughnang on	17	2.0
19 ACRS and other depreciation							18	
Summary (See page 6 of the instructions.) 20 Listed property. Enter amount from line 26 21 Total. Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter							· · · ·	
20 Listed property. Enter amount from line 26	19 ACRS and other de	preciation	the instruction	<u></u>				
20 Listed property, Enter amount from time 20 21 Total, Add deductions from line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter							20	
21 Total. Add deductions from line 12, lines 15 and 16 in columnit (g), and times 17 timough 20. Enter	20 Listed property. En	iter amount from line	46	duma (a) and lines 47 #	rough 20 ⊑e		· · · · - ·	
	21 Total. Add deduction	ons from line 12, line	es 15 and 16 in C	aunin (g), and ones 17 F	ess instructi	me	71	20

22 For assets shown above and placed in service during the current year,

M	CI	nn	n	5	5	1
ın		"	v	•	v	

Form	4562 (2001)	perty (Include	autamah!!	00.00	rtain o	other	enicia	16 VV	diular f	alenho	nes c	ertain	COM	uters	Page 2 and
	property u	sed for enterta	inment, re	creation	on, or	amus	ement	l.)						awi	J
	Note: For an	y vehicle for which	ı you are usi	ing the s	standare	d mileag	e rate d	or dedi	ucting le	ase exp	ense, c	omplete	only		
	23a, 23b, co	lumns (a) through	(c) of Sectio	n A, əli	of Secti	on B, a	nd Sect	ion C i	if applica	ble.					
Sect	ion A - Depreciatio	n and Other Infor	rmation (Car	ution: S	ee pag	e 7 of t								1,,,,,,	T.,
23a	Do you have evidence	e to support the bus	iness/investm	ent use c	daimed?	Ye		No 2	3b If "Y	es," is th	ne evider	ce writte	n7	Yes	No
1	(a) Type of property (list vehicles first)	(b) Date placed in service	Business/ investment use percentage		(d) at or other basis		(e) s for depre inessfioves use only)	rtment	(f) Recovery period	(g Meth Conve	100/	(h Depred dedu	iation	(i) Elect section cos	ied i 179
	Property used more t	han 50% in a qualifi		se (see f	age 6 of	the Inst	uctions)	:							
	Troparty Book India		L	%											
				%									* * * * * * * * * * * * * * * * * * * *		
				%						L				L	
25	Property used 50% o	r less in a qualified b			6 of the	instructi	ans):			T				ı	
				<u>% </u>					-	S/L·					
				%						S/L -				1	
			1	% - F 20				1		•	26			1	
26	Add amounts in colu	mn (h). Enter the to	tal here and o	n line ∠u Line 7 n	, page i								. 27		
27	Add amounts in colu	mn (I). Enter the tot		ion B -											
	plete this section for	vehicles used by a								d person	1.				
Com If vo	u provided vehicles to	venicies used by a : vour employees, fil	rst answer th	e questic	onsin S	ection C	to see	if you m	neetan ex	ception to	o comple	ting this	section t	or those y	vehicles
	Total business/inves			(8		(k			(c)		d)	(4		(f)
	the year (do not inclu			Vehi		Vehi	cie 2	Vel	hicte 3	Vehi	icle 4	Vehi	cle 5	Vehic	cle 6
	see page 2 of the ins							ļ		ļ				<u> </u>	
29	Total commuting mil	es driven during the	year	ļ						<u> </u>		<u> </u>		 	
30	Total other personal	(noncommuting)	ļ	•										1	
	miles driven			ļ	···			 		 		 		}	
	Total miles driven de	uring the year.]		1		1		l			
	Add lines 28 through	h 30	• • • • •	V	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
		9.41. 4		Yes	NO	163	110	103	 "`	1	1	1			
32	Was the vehicle ava								ŀ	1					
22	use during off-duty he Was the vehicle use							†							
33		r or related person?		1				L		<u> </u>		<u> </u>		ļ	
34	Is another vehicle a											1			
-	use?	<u></u>		<u> </u>		<u> </u>				<u> </u>			<u></u> _	<u> </u>	L
		Section C - Qu	estions for	Employ	yers W	ho Prov	ride Vel	nicles :	for Use	y Their	Emplo	yees			
Ans	swer these question	ns to determine if	you meet an	except	tion to d	complet	ing Sec	ction B	for veh	icles us	ed by e	mployee	es who		
are	not more than 5%	owners or related	persons (s	ee page	e 8 of th	e instru	ctions).							Yes	No
			4 41 4 6.1	8L6L -U -		a of w	mbiolog	in chadir	aa commi	dina					
35	Do you maintain a v														
26	by your employees? Do you maintain a v	written nolicy statem	ent that prob	ibits ners	sonal us	e of veh	icles. ex	cept co	mmuting,	by your e	employee	ıs?		-	
30	See nane 8 of the ii	nstructions for vehic	ies used by c	orporate	officers,	directors	, or 1%	or more	owners					ļ <u> </u>	L
37	Do you treat all use	of vehicles by employ	yees as perso	nal use?											
38	Do you provide mor	e than five vehicles	to your emple	oyees, ol	btain info	ormation	from you	ur empi	oyees abo	out					
	the use of the vehic	cles, and retain the in	formation rec	eived? .										<u> </u>	
39	Do you meet the re	quirements concern	ing qualified :	automob	ile demo	nstration	use? (S R for the	ee pag	pa 8 of the artura biolo	ınstructik e	ons.)				
	Note: If your answer Amortiza	er to 35, 36, 37, 38, o	Dr Jy IS "Yes,"	00 701 0	ombieté	Section .	חום וטו ט	CUVE	in routicle	J					
	AITIOITIZA	<u>ttion</u>	1 4		T				{c	<u> </u>		e)		(1)	
	(a)		(b) Date amo			(c) Amorti	zable	1	Co	de		lization od or	Ar	nortization	for
	Description		begi		1	amo			sec	ion		entage		this year	
	Amortization of cos	its that begins during	g your 2001 1	ax year	see ins	ructions	beginnir	ig on pa	aga 8):		1				
			<u> </u>		1										
			1		1			- 1							
					.L. —							1			
41	Amortization of cos	sts that began before s in column (f). See	your 2001 ta	x year		·						41			1,76 1,76

Department of the Treasury Internal Revenue Service (99)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

► Attach to your tax return.

► See separate Instructions.

OMB No. 1545-0184 Attachment Sequence No. 27

	s) shown on return				•	[]	neunsyn	ng number
	MOBILCOMM, INC.					,	2-27	67067
<u> </u>	Enter the gross proceeds from sale	s or exchanges re	ported to you fol	r 2001 on Form(s)	1099-B or 1099-S (c		1	0.007
	statement) that you are including or						1 1	
	Sales or Exchanges o	f Property U	sed in a Tra	de or Busine	ss and Involu	intary Co	nver	sions From
	Other Than Casualty	or Theft - N	lost Proper	tv Held More	Than 1 Year	See instr	uctio	ns.)
	Other Ind. Oddari,			1	(e) Depreciation	(f) Cost or		(g) Gain or (loss)
	(a) Description of property	(b) Date acquired	(c) Date sold	(d) Gross sales	allowed	basis, plu		Subtract (f) from
		(mo., day, yr.)	(mo., day, yr.)	price	or allowable since acquisition	improvemen expense of		the sum of (d) and (e)
_								-17,593.
_	TMT 7	 						2,,,,,,,
-		· 						
_	Gain, if any, from Form 4684, li	:l		L	L	·	3	
	Section 1231 gain from installm			no 26 or 37			4	
	Section 1231 gain or (loss) from						5	
	Gain, if any, from line 32, from						6	
							7	-17,593
	Combine lines 2 through 6. Ente						- '- -	-11,333.
	Partnerships (except electing large			or (loss) fallowing	ine instructions for	Form		
	1065, Schedule K, line 6. Skip lines							
	S corporations. Report the gain or	(loss) following to	ne instructions 1	or Form 1120S, S	chedule K, lines b	and 6.		
	Skip lines 8, 9, 11, and 12 below, t	inless line / is a	gain and the So	corporation is subject	a to the capital gain	s lax.		
	All others. If line 7 is zero or a loss,	, enter the amoun	t from line 7 on	line 11 below and	skip lines 8 and 9.	If line		
	7 is a gain and you did not have a	ny prior year sect	ion 1231 losses	, or they were reca	aptured in an earlie	r year,	1	
	enter the gain from line 7 as a long							
•	Nonrecaptured net section 123						В	
•	Subtract line 8 from line 7, If ze	ero or less, ente	r -0 Also ent	er on the appropr	iate line as follow	s		
•	Subtract line 8 from line 7. If ze (see instructions):	ero or less, ente	r -0 Also ent	er on the appropr	iate line as follow	s 	9	
1	Subtract line 8 from line 7. If ze (see instructions): \$ corporations. Enter any gain from	ero or less, ente	r -0-, Also enti	er on the appropriate on the appropriate of the app	iate line as follow 	S below.	9	og fign 12
1	Subtract line 8 from line 7. If ze (see instructions): S corporations. Enter any gain from All others. If line 9 is zero, enter the	ero or less, ente m fine 9 on Sched de gain from line 1	r -0 Also enti Jule D (Form 11 7 on line 12 belo	er on the appropa 20S), line 15, and so w. If line 9 is more	iate line as follow 	S below.	9	3 on line 12
,)	Subtract line 8 from line 7, If ze (see instructions): S corporations. Enter any gain from All others. If line 9 is zero, enter the below, and enter the gain from line	ero or less, ente on line 9 on Sched te gain from line 7 a 9 as a long-term	r -0 Also enti Jule D (Form 11 7 on line 12 belo	er on the appropa 20S), line 15, and so w. If line 9 is more	iate line as follow 	S below.	9	3 on line 12
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Description of Property	NOTITEATION (1		
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Asset description	01/10/1005		١.			41,335.	41, 335.	41,335,	200DB	益	\dashv	ъ		
STORE DAG TO STORE	07/01/1995		100			42,879.	42,879.	42,879.	20008	EX	+	5		
WOULD MY.KA	07/01/1995	44,587-100	ē,			44,587.	44,587.	44,587.	200DB	Ä	+	25		
COMPUTING ROST PARKET	07/01/1995	1,902.	100			1,902.	1,902.	1,902.	2002B	Ħ	+	ru.		
TNEWSTION NEWSTINE	02/01/1996	1,572,	100			1,572.	1,483.	1,572.	20003	Ħ	+	2		.06
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Less: Retired Assets		-42,879.		•		-42,879.	-42,819.		.i					
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'Assets Retired		•												
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12/20	02/22/2002	****		23-2767067	24067			•)					

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Section Sect	Description of Pro							
1,000 1,00	GENERAL DEPRECIATION AND AMORTIZATION		Cost or basis	Beginning Accumulated Amortization	Ending Accumulated Amortization	9po	Life	Current-year amortization
### 1,200	Asset described	06/04/1994	1,000,1	1,000,	1,000.	248	5.000	
1,000 1,00	INTERNATIBLE ACO COST	04/04/1994	9,000.	4,250.	4,850.	197	15,000	600
	FCC LICENSE	12/01/1994	17,500.	7,099.	8,266.	197	15.000	1,167
1 d Assets 1 d As	INCORPORATION EXP	01/01/1994	1,000.	1,000.	1,000,	248	5,000	
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4. 110. adjust	GENERAL DEPRECIATION AND ANORITZATION	AND AMORTIZATION	- 1	AMT		AMT	AMT	AMT	Regular	Post-86	Leased pers. prop.	Real
THE OLIVENISE 41,135	Activities Assessed	Placed in	basis for	accumulated depreciation		tion	life	deduction	deduction	adjustment	preference	preference
	ASSET DESCRIPTION	701/10/10	41,115	36.079.	1 100	H	6.000	2,906.		-2,906.		
THE DELIVERY SECTION OF THE SECTION	JULY- BALT/NASE-USE	3001/10/10	618 67	36.621.	15008	Ė	6.000	1,507.		-1,507.		
EQUIPMENT UNIVELLISE 1.921 1.922 1.920 1.92 1.920 1.92	OUTP BOSTON-HK	04/10/1333	44 597	18.076	15008	¥	6.900	3,134.		-3,134.		
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### 1.1/22/2959 5564	MPOTER EQUIPMENT	02/07/1996	7,074	.00617	440	1	020	17.1	110.	-24.		
MASSES ANT 11/22/299 556. BT MASSES	MPUTER SQUIPMENT	09/01/1998	953	484	15008		000	127				
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LINE 5 - OTHER INCOME	
SALES TAX DISCOUNTS	15.
	15.
TOTAL	======================================
LINE 12 - TAXES	
TAXES AND LICENSES EXCLUDING INCOME TAXES	
FRANCHISE AND CAPITAL STOCK TAX	4,260.
I MINGINE III.	4.260.
TOTAL	4,200.
LINE 19 - OTHER DEDUCTIONS AMORTIZATION RAVEL, MEALS, AND ENTERTAINMENT	1,767. 82. 1.150.
INSURANCE	215.
OFFICE SUPPLIES POSTAGE AND FEDEX	367.
ACCOUNTING AND PROFESSIONAL SERVICES	12,070.
BANK CHARGES	158.
LEGAL SERVICES	31,124. 560.
DUES AND MEMBERSHIPS	2,377.
TELEPHONE	46,191.
ABANDONMENT EXPENSE	9,000.
OPTION EXPIRATION EXPENSE	
TOTAL	105,061.
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// M 1120S, PAGE 2 DETAIL

SCH A, LINE 5 - OTHER COSTS ______

SITE RENT COSTS

INSURANCE OTHER DIRECT SITE COSTS (PHONE ETC)

TOTAL

18,015.

1,500. 704.

20,219.

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'M 1120S, PAGE 4 DETAIL - SCH L		
	BEGINNING	ENDING
LINE 6 - OTHER CURRENT ASSETS		
LICENSE OPTION PAYMENTS SECURITY DEPOSITS	42,000. 600.	14,400. NONE
MISC RECEIVABLE	877.	NONE
TOTAL	43,477.	14,400.
LINE 14 - OTHER ASSETS		
LONG TERM STORED EQUIPMENT	179,558.	45,455.
TOTAL	179,558.	45,455.
NE 17 - MORTGAGES, ETC. PAY < 1 YR		
NOTES PAYABLE- EQUIPMENT	78,815.	NONE
TOTAL .	78,815.	NONE
LINE 18 - OTHER CURRENT LIABILITIES		
SALES TAX PAYABLE	898.	395.
TOTAL	898.	395.

MC000559

02/25/2002

23-2767067

TORM 1120S, PAGE 4 DETAIL	
SCH M-2, LINE 3 - OTHER ADDITIONS - AAA	
INTEREST INCOME	2,084.
NET LONG-TERM CAPITAL GAIN	416,002.
TOTAL	418,086.
•	*=========
SCH M-2, LINE 5 - OTHER REDUCTIONS - AAA	
NET SECTION 1231 LOSS	17,593.
50% DISALLOWED TRAVEL AND ENTERTAINMENT	82.
TOTAL	17,675.

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SCHEDULE D (FORM 1120S) DETAIL References and serve and serve serve serve and serve serve serve serve serve serve serve serve serve serve ser

LONG-TERM CAPITAL GAINS AND	LOSSES				
PROPERTY		DATE SOLD		COST	
220 MHZ LICENSES	9661/10/90	08/01/2001	434,002.	18,000.	416,002.
TOTAL					416,002.
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02/25/2002			12.3	STATEMENT	MENT 6

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(G) GAIN/LOSS	.17,593.		STATEMENT
(F) COST OR OTHER BASIS PLUS IMPROV AND SALE EXPENSE	62,472.		4.
(E) DEPREC. ALLOWED	42,879.		23-2767067
(D) GROSS SALES PRICE	2,000.		23 - 2
(C) DATE SOLD	08/01/2		
(B) DATE ACQUIRED	01/01/1995 LOSSES		02/25/2002
(A) DESCRIPTION OF PROPERTY	E STATIN RADIO EQ T I 4797 GAINS AND		MC000562

23-2767067

'DERAL FOOTNOTE:

RECONCILIATION OF ACCUMULATED ADJUSTMENTS ACCOUNT TO RETAINED EARNINGS:

C CORPORATION EARNINGS AND PROFITS

- 61,614.

ACCUMULATED ADJUSTMENTS ACCOUNT

-374,237

BOOK RETAINED EARNINGS

-435,851

MC000563

STATEMENT 8

23-2767067

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AREHOLDER SUMMARY

SH. #	SHAREHOLDER NAME	BEGINNING SHARES	OWNERSHIP PERCENTAGE
01 02	DAVID ELKIN JEFFREY NORMAN	375.0000 125.0000	75.000000 25.000000

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MC 001594

Register: CASH-CHECKING From 01/01/1994 through 12/31/2004

US MOBILCOMM, INC

4/5/2005

4/5/2005

Register: CASH-CHECKING From 01/01/1994 through 12/31/2004

09/13/2001	09/12/2001	09/12/2001	09/04/2001	09/04/2001	09/01/2001	08/31/2001	08/29/2001	08/29/2001	08/29/2001	08/28/2001	08/28/2001	08/27/2001	08/16/2001	08/14/2001	08/10/2001	08/01/2001	08/01/2001	07/31/2001	07/30/2001	07/30/2001	07/30/2001	07/25/2001	07/25/2001	07/25/2001	07/24/2001	07/11/2001	07/11/2001	97/05/2001	07/05/2001	07/05/2001	07/05/2001	Date	Screed by: L
3030	3031		3028	3027	3026	3029	3025	3024		3023		3022		3019		3021	3018	3017	3020	3016	3013	dep			3014	100	010	3013	3012	3009	\$00£	Number	Scried by: Date, Type, Number/Ref
MCI WORLDCOM	RICHARD SHORIN	UMB Bank	BELL ATLANTIC- PA-1185	BELL ATLANTIC MD	Hillzo Limited Partnership	SWIDLER BERLIN SHEREFF	BELL ATLANTIC- PA- mal	American Express		RICHARD SHORIN	transfer	MCI WORLDCOM	transfer	ShawPittman		American Express	Hillzo Limited Pannership	BELL ATLANTIC- PA-1185	BELL ATLANTIC: PA: mal	NYNEX-MA	BELL ATLANTIC MD	NYNEX-NY		UMB Bank	RICHARD SHORIN	MD SALES TAX	PA DEPARTMENT OF REVEN	MCI WORLDCOM	DAVID ELKIN	BELL ATLANTIC: PA-1185	American Express	Payec	14,
TELPEHONE: TELEPHONE	-split-	INTEREST INCOME	TELPEHONE TELEPHONE	BALT/WASH Marker: USM: OPER	BALT/WASH Market: UNION 77 I	PROFESSIONAL SERVICES:LEG	PHILADELPHIA Market:CINKUTI	-split-	Undeposited Funds	-split-	CASH-MONEY MKT	TELPEHONE:TELEPHONE	CASH-MONEY MKT	PROFESSIONAL SERVICES:LEG	-split-	-split-	BALT/WASH Market: UNION 77 L.,	TELPEHONE:TELEPHONE	PHILADELPHIA Market:CINKUTI	BOSTON Market:RITTER REVEN	BALT/WASH Market; USM: OPER	NEW YORK Market: AJEEN REV	-split-	INTEREST INCOME	PROFESSIONAL SERVICES:ACC	SALES TAX PAYABLE	SALES TAX PAYABLE	TELPEHONE: TELEPHONE	PAID IN CAPITAL	TELFEHONE: TELEPHONE	-split-	Account	
610-525-1185 a/c# 086	9/12	thru 8/31	610-525-1185-936	410-542-6445	rent- sept '01	as agreed in full and fin	610-640-4072	m/c # 3782-652516-64002	Deposit	8/10 & 8/28		610-525-1185 a/c# 086		as agreed- in full settle	Deposit	a/c # 3782-652516-64002	rent- Aug 01	610-525-1185-936	610-640-4072	617-247-2046 414	410-542-6445	212-399-0071 final	Deposit	interest on escrow WPC	July 24, 2001	08248233	23-466-926	610-525-1185 a/c# 086	Distribution	610-525-1185-936	a/c # 3782-652516-64002	Мето	
48.61	502.24		130.56	23.64	551.25	10,000.00	24.32	49.48		1,546.72		40.64		20,000.00		143.57	551.25	132.70	24.41	19.80	23.66				750.00	390.85	26.73	73.17	30,600.00	127.66	129.34	Payment C	
		106,08							2,182.95		6,000.00		20,000.00		4,911.64							5.94	1,451.25	332.56								Deposit	
7.061.36	7,109.97	7,612.21	7,506.13	7,636.69	7,660.33	8,211.58	18,211.58	18,235.90	18,285.38	16,102.43	17,649.15	11,649.15	11,689.79	-8,310.21	11,689.79	6,778.15	6,921.72	7,472.97	7,605.67	7,630.08	7,649.88	7,673.54	7,667.60	6,216.35	5,883.79	6,633.79	7,024.64	7,051.37	7,124.54	37.724.54	37,852.20	Balance	

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